

WENDT (INDIA) LIMITED

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CIN: : L85110KA1980PLC003913



October 9, 2019

To

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

Stock Code: 505412

National Stock Exchange of India Ltd.
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Stock Code: WENDT-EQ

Dear Sir,

Sub: Compliance report on Corporate Governance

In terms of Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Report on Corporate Governance for the quarter ended 30th September 2019.

Kindly take the above on record.

Yours faithfully
For Wendt (India) Limited


Janani T A
Company Secretary

Encl.: a/a

1. Name of Listed Entity: Wendt (India) Limited
2. Quarter ending : 30th September 2019
I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/ Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity (In Reference to Regulation 17A(1) of of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (In Reference to proviso to Regulation 17A(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)
Mr.	Shrinivas G Shirgurkar	00173944	Non-Executive - Independent Director; Chairman	17-04-2006	22-07-2019	-	5 years	08-04-1948	1	1	2	1
Mr.	K S Shetty	01759936	Non-Executive- Independent Director	16-04-2009	22-07-2019	-	5 years	18-03-1948	1	1	2	0
Mr.	M Lakshminarayan	00064750	Non-Executive - Independent Director	20-03-2018	24-07-2018	-	5 years	07-09-1946	7	6	6	1
Mr.	K Srinivasan	00088424	Non-Executive Non-Independent Director	30-01-2002	22-07-2019	-	NA	22-11-1957	2	0	3	1
Mr.	Rajesh Khanna	06923493	Executive Director, CEO	24-07-2018	24-07-2018	-	NA	29-10-1960	1	0	1	0
Ms.	Hima Srinivas	07556717	Non-Executive - Independent Director	24-04-2017	24-07-2017	-	5 years	24-09-1956	1	1	1	0

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

^Includes committee memberships & committee chairmanships in unlisted public companies; excludes committee memberships & committee chairmanships in private limited companies, foreign companies and Section 8 companies under the Companies Act, 2013



II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) ⁸	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shrinivas G Shirgurkar Hima Srinivas K S Shetty K Srinivasan M Lakshminarayan	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Non-Independent Director Non-Executive - Independent Director	17-04-2006 24-04-2017 16-04-2009 26-10-2010 20-03-2018	
2. Nomination & Remuneration Committee	Yes	K S Shetty K Srinivasan M Lakshminarayan Shrinivas G Shirgurkar	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	19-04-2014 19-04-2014 25-04-2018 19-04-2014	
3. Stakeholders Relationship Committee	Yes	K Srinivasan K S Shetty Rajesh Khanna	Chairman-Non-Executive - Non-Independent Director Non-Executive - Independent Director Executive Director, CEO	07-03-2002 24-01-2011 23-01-2019	
4. Corporate Social Responsibility Committee	Yes	K S Shetty Hima Srinivas K Srinivasan Shrinivas G Shirgurkar	Chairman-Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Non-Independent Director Non-Executive - Independent Director	20-03-2014 25-04-2018 20-03-2014 20-03-2014	

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
25.04.2019	22.07.2019	Yes	6	4	87

*to be filled in only for the current quarter meetings

IV. Meeting of Committees**1. Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)*
22.07.2019	Yes	5	4	25.04.2019	87

2. Corporate Social Responsibility Committee

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3. Nomination & Remuneration Committee

22.07.2019	Yes	4	3	25.04.2019	87
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4. Stakeholders Relationship Committee

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* This information has to be mandatorily be given for audit committee, for rest of the committees, giving this information is optional.

**to be filled in only for the current quarter meetings



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) - N.A.
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance Report for the quarter ended 30th June 2019 was placed before the Board at its meeting held on 22nd July 2019. This report will be placed at the meeting scheduled to be held on 22nd October 2019.

Name & Designation

Janani T A

Company Secretary / Compliance Officer / Managing Director / CEO

Date: 08.10.2019

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



**Format to be submitted by listed entity at the end of 6 months after end of financial year
along-with second quarter report of next financial year**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
For Wendt (India) Limited <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">  Janani T A Company Secretary / Compliance Officer / Managing Director / CEO </div> <div>  </div> </div> Date: 08.10.2019		