

WENDT (INDIA) LIMITED

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January 14, 2020

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 31st December 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 : 31st December 2019
I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/ Nominee) ⁶	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 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	24-07-2019	-	5 years	08-04-1948	1	1	2	1
Mr.	K S Shetty	01759936	Non-Executive- Independent Director	16-04-2009	24-07-2019	-	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	2
Mr.	K Srinivasan	00088424	Non-Executive Non-Independent Director	30-01-2002	22-07-2019	22-11-2019	-	-	-	-	-	-
Mr.	N Ananthasheshan*	02402921	Non-Executive Non-Independent Director	23-11-2019	-	-	NA	14-12-1962	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

*Mr. N Ananthasheshan was appointed as an Additional Director to the Board with effect from 23rd November 2019



II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)*	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shrinivas G Shirgurkar Hima Srinivas K S Shetty M Lakshminarayan K Srinivasan N Ananthaseshan	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive Non-Independent Director Non-Executive Non-Independent Director	17-04-2006 24-04-2017 16-04-2009 20-03-2018 26-10-2010 23-11-2019	22-11-2019
2. Nomination & Remuneration Committee	Yes	K S Shetty K Srinivasan N Ananthaseshan M Lakshminarayan Shrinivas G Shirgurkar	Chairman- Non-Executive - Independent Director Non-Executive Non - Independent Director Non-Executive Non - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	19-04-2014 19-04-2014 23-11-2019 25-04-2018 19-04-2014	22-11-2019
3. Stakeholders Relationship Committee	Yes	N Ananthaseshan K Srinivasan K S Shetty Rajesh Khanna	Chairman-Non-Executive - Non-Independent Director* Chairman-Non-Executive - Non-Independent Director* Non-Executive - Independent Director Executive Director, CEO	23-11-2019 07-03-2002 24-01-2011 23-01-2019	22-11-2019
4. Corporate Social Responsibility Committee	Yes	K S Shetty Hima Srinivas N Ananthaseshan 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 23-11-2019 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

* Mr. K. Srinivasan retired from the Board with effect from the closing hours of 22nd November 2019

* Mr. N. Ananthaseshan was appointed as a Chairman of the Stakeholders Relationship Committee with effect from 23rd November 2019

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)
22.07.2019	22.10.2019	Yes	4	3	91

*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)*
22.10.2019	Yes	3	3	22.07.2019	91

2. Corporate Social Responsibility Committee

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3. Nomination & Remuneration Committee

22.10.2019	Yes	2	2	22.07.2019	91
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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.

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. 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.

5. 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 September 2019 was placed before the Board at its meeting held on 22nd October 2019. This report will be placed at the meeting scheduled to be held on 24th January 2020.

Name & Designation

Janani T A

Company Secretary / Compliance Officer / Managing Director / CEO

Date: 14.01.2020

**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.