

**1. Name of Listed Entity: Wendt (India) Limited**

**2. Quarter ending : 31<sup>st</sup> March 2020**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/ Nominee) <sup>&amp;</sup>	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	7	3
Mr.	N Ananthaseshan*	02402921	Non-Executive Non-Independent Director	23-11-2019	-	-	NA	12/14/1962	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

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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.

<sup>^</sup>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

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shrinivas G Shirgurkar Hima Srinivas K S Shetty M Lakshminarayan N Ananthaseshan	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive Non-Independent Director	17-04-2006 24-04-2017 16-04-2009 20-03-2018 23-11-2019	
2. Nomination & Remuneration Committee	Yes	K S Shetty N Ananthaseshan M Lakshminarayan Shrinivas G Shirgurkar	Chairman- Non-Executive - Independent Director Non-Executive Non - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	19-04-2014 23-11-2019 25-04-2018 19-04-2014	
3. Stakeholders Relationship Committee	Yes	N Ananthaseshan K S Shetty Rajesh Khanna	Chairman-Non-Executive - Non-Independent Director Non-Executive - Independent Director Executive Director, CEO	23-11-2019 24-01-2011 23-01-2019	
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

### 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 meetings (in number of days)
22.10.2019	24.01.2020	Yes	6	4	93
	16.03.2020	Yes	5	3	51

\*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 meetings (in number of days)*
24.01.2020	Yes	5	4	22.10.2019	93
16.03.2020	Yes	4	3		51

#### 2. Corporate Social Responsibility Committee

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#### 3. Nomination & Remuneration Committee

-	-	-	-	22.10.2019	NA
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#### 4. Stakeholders Relationship Committee

24.01.2020	Yes	3	1	-	NA
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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

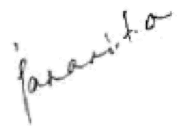
## Note

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**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee
    - b. Nomination & remuneration committee
    - c. Stakeholders relationship committee
    - d. 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 31<sup>st</sup> December 2019 was placed before the Board at its meeting held on 24<sup>th</sup> January 2020. This report will be placed at the ensuing Board meeting.

**Name & Designation**

**Janani T A****Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO / CFO****Date: 13.04.2020**

Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.

**ANNEXURE II**

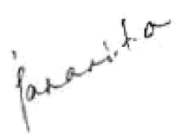
**(Format to be submitted by listed entity at the end of the financial year (for the whole of financial year))**

**I. Disclosure on website in terms of Listing Regulations**

<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No/NA provide reasons</b>
<b>As per Regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.wendtindia.com/">https://www.wendtindia.com/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.wendtindia.com/profile/">https://www.wendtindia.com/profile/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.wendtindia.com/regulatory-agencies/#code">https://www.wendtindia.com/regulatory-agencies/#code</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.wendtindia.com/contact-us/#investor-services">https://www.wendtindia.com/contact-us/#investor-services</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.wendtindia.com/contact-us/#investor-services">https://www.wendtindia.com/contact-us/#investor-services</a>
l) Financial results	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
m) Shareholding pattern	Yes	<a href="https://www.wendtindia.com/investors/#shareholder-information">https://www.wendtindia.com/investors/#shareholder-information</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of Analyst or institutional investor meet and presentations made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47(1)	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of the relevant financial year	Yes	<a href="https://www.wendtindia.com/investors/#subsidiary-companies">https://www.wendtindia.com/investors/#subsidiary-companies</a>
<b>As per other regulations of LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.wendtindia.com/investors/">https://www.wendtindia.com/investors/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.wendtindia.com/investors/#wendt-limited">https://www.wendtindia.com/investors/#wendt-limited</a>
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	NA	

*It is certified that these contents on the website of the listed entity are correct.*

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board of directors</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of nomination &amp; remuneration committee</i>	19(2A)	Yes
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) & 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of risk management committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors &amp; Officers insurance</i>	25(10)	NA
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes

Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p><b>For Wendt (India) Limited</b></p> <p></p> <p><b>Ms. Janani T A</b>  <b>Company Secretary / Compliance Officer / <del>Managing Director</del> / <del>CEO</del> / <del>CFO</del></b></p>		