

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

2. Quarter ending : **31st March 2023**

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* (In months)	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 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 Govindrao Shirgurkar	00173944	Non-Executive - Independent Director; Chairman	24-07-14	24-07-2019	-	104.8	08-04-1948	1	1	3	1
Mr.	Muthuswami Lakshminarayan	00064750	Non-Executive - Independent Director	20-03-2018	20-03-2023	-	60.12	07-09-1946	6	6	8	3
Mr.	Narayanan Ananthasheshan	02402921	Non-Executive Non-Independent Director	23-11-2019	24-07-2020	-	NA	14-12-1962	2	0	3	1
Mr.	Bhagya Chandra Rao	00211127	Non-Executive - Independent Director	22-01-2021	23-07-21	-	26.10	03-06-1956	3	3	6	2
Ms.	Hima Srinivas Cherla	07556717	Non-Executive - Independent Director	24-04-2017	24-04-2022	-	71.8	24-09-1956	1	1	1	0
Mr.	Murugappa Venkatachalam Muthiah	07045802	Non-Executive Non-Independent Director	02-08-2022	29-09-2022	-	NA	05-10-1987	1	0	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)*	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shrinivas Govindrao Shirgurkar	Chairman- Non-Executive - Independent Director	17-04-2016	
		Hima Srinivas Cherla	Non-Executive - Independent Director	24-04-2017	
		Muthuswami Lakshminarayan	Non-Executive - Independent Director	20-03-2018	
		Narayanan Ananthaseshan	Non-Executive-Non-Independent Director	23-11-2019	
		Bhagya Chandra Rao	Non-Executive - Independent Director	22-01-2021	
2. Nomination & Remuneration Committee	Yes	Muthuswami Lakshminarayan	Chairman- Non-Executive - Independent Director	25-04-2018	
		Narayanan Ananthaseshan	Non-Executive Non - Independent Director	23-11-2019	
		Shrinivas Govindrao Shirgurkar	Non-Executive - Independent Director	19-04-2014	
		Bhagya Chandra Rao	Non-Executive - Independent Director	22-01-2021	
3. Stakeholders Relationship Committee	Yes	Narayanan Ananthaseshan	Chairman-Non-Executive - Non-Independent Director	23-11-2019	
		Murugappa Venkatachalam Muthiah	Non-Executive-Non-Independent Director	02-08-2022	
		Bhagya Chandra Rao	Non-Executive - Independent Director	22-01-2021	
4. Corporate Social Responsibility Committee	Yes	Hima Srinivas Cherla	Chairman-Non-Executive - Independent Director	25-04-2018	
		Narayanan Ananthaseshan	Non-Executive - Non-Independent Director	23-11-2019	
		Shrinivas Govindrao Shirgurkar	Non-Executive - Independent Director	20-03-2019	
		Bhagya Chandra Rao	Non-Executive - Independent Director	22-01-2021	
5. Risk Management Committee	Yes	Bhagya Chandra Rao	Chairman-Non-Executive - Independent Director	23-07-2021	
		Muthuswami Lakshminarayan	Non-Executive - Independent Director	23-07-2021	
		Narayanan Ananthaseshan	Non-Executive-Non-Independent Director	23-07-2021	
* - 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)
19-10-2022	18-01-23	Yes	5	3	90
	17-03-23	Yes	6	4	57
*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)*
18-01-23	Yes (Four members were present)	4	3	19-10-2022	90
17-03-23	Yes (All Five members were present)	5	4		57
2. Corporate Social Responsibility Committee					
17-03-23	Yes (All Four members were present)	4	3	-	-
3. Nomination & Remuneration Committee					
18-01-23	Yes (All Four members were present)	4	3	-	-
4. Stakeholders Relationship Committee					
-	-	-	-	-	-
5. Risk Management Committee					
18-01-23	Yes (Two members were present)	2	1	19-10-2022	90
* 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
<p>Note</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>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee</p> <p>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.</p> <p>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.</p> <p>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 31st December 2022 was placed before the Board at its meeting held on 18th January 2023. This report will be placed at the Board meeting to be held on 21st April 2023</p>	
Name & Designation	
<p>Sd/- Arjun Raj P Company Secretary / Compliance Officer / Managing Director / CEO / CFO</p>	
Date:	20th April 2023
<p>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.</p>	

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) refer note below	If Yes provide link to website. If No/NA provide reasons
1	Details of business	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
2	Terms and conditions of appointment of independent directors	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
3	Composition of various committees of board of directors	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
4	Code of conduct of board of directors and senior management personnel	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
6	Criteria of making payments to non-executive directors	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
7	Policy on dealing with related party transactions	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
8	Policy for determining 'material' subsidiaries	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
9	Details of familiarization programmes imparted to independent directors	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
11	email address for grievance redressal and other relevant details	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
12	Financial results	Yes	https://www.wendtindia.com/investors/
13	Shareholding pattern	Yes	https://www.wendtindia.com/investors/
14	Details of agreements entered into with the media companies and/or their associates	NA	Not applicable
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	Not applicable
16	New name and the old name of the listed entity	NA	Not applicable
17	Advertisements as per regulation 47 (1)	Yes	https://www.wendtindia.com/investors/
18	Credit rating or revision in credit rating obtained	Yes	https://wendtindia.com/investors/#investors-credit-rating
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.wendtindia.com/investors/#subsidiary-companies
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://wendtindia.com/regulation-46-of-sebi-lodr-regulations/
21	Materiality Policy as per Regulation 30	Yes	https://www.wendtindia.com/investors/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.wendtindia.com/investors/
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://wendtindia.com/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes

30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

Sd/-

Arjun Raj P

Company Secretary / Compliance Officer / ~~Managing Director~~ / ~~CEO~~ / ~~CFO~~

Date: 20th April 2023

ADDITIONAL HALF YEARLY DISCLOSURE	
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Applicability of disclosure (Yes/No)	No
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Reason for Non Applicability	The Company has not advanced loans, given guarantees and provided securities to the person(s)
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I. Disclosure of Loans/ guarantees/comfort letters /securities etc. (refer note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:
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Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Note:

1. These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company; and

d) by the listed entity to its employees or directors as a part of the service conditions.

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

Name & Designation

Sd/-

MUKESH KUMAR HAMIRWASIA

CFO

Date: 20th April 2023