

WENDT (INDIA) LIMITED

No. 69/70, Sipcot, Hosur 635 126, Tamilnadu, INDIA

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E-mail : wil@wendtindia.com

Web : www.wendtindia.com

CIN: : L85110KA1980PLC003913



30th May 2023

BSE Ltd.

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.

Exchange Plaza, 5th Floor

Plot No. C/1, G Block

Bandra- Kurla Complex,

Bandra (E) Mumbai 400 051

Mumbai 400 051

Stock Code: WENDT-EQ

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2023

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we enclose the Annual Secretarial Compliance report issued by M/s. R Sridharan & Associates, Practicing Company Secretaries for the year ended 31st March 2023.

Kindly take the above on record.

Thanking you

Yours faithfully

For Wendt (India) Limited

Arjun Raj P
Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF WENDT (INDIA) LIMITED FOR THE YEAR
ENDED 31ST MARCH 2023**

ISIN: INE274C01019

We, **R.SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **WENDT (INDIA) LIMITED, (CIN:L85110KA1980PLC003913) (herein after referred as "The listed entity")** having its Registered office at **Flat No 105, Cauvery Block, National Games Housing Complex , Koramangala, Bangalore - 560047 .**
- b) the filings/ submissions made by, the listed entity to the stock exchanges,
- c) website of the listed entity (website address:www.wendtindia.com)
- d) any other document/ filing, as may be relevant, which has been relied upto make this certification,for the year ended **31st March 2023** in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;**(Not applicable during the year under review)**
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the year under review)**



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review)**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review)**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which	Reg 17(1A) of SEBI Listing Regulations	The Company had not obtained the approval of shareholders in respect of Mr. M Lakshminarayan, Director, who continued to hold office after attaining 75 years of age.	The National Stock Exchange (NSE) had on 16 th August, 2022 levied a fine for violation of Regulation 17(1A) of the SEBI Listing Regulations	Fine	Non-compliance of Regulation 17(1A) of the SEBI Listing Regulations	Rs. 2,69,040	As per Regulation 17(1A) the Company had obtained the approval of the shareholders by special resolution through postal ballot on 30 th December 2021 for continuation of Directorship of Mr. Lakshminarayan, Non Executive - Independent Director of the company.	The Company appeared for personal representation before the Committee of NSE for waiver of Standard Operating Procedure fines. Further, the violation was not intentional as Mr. M Lakshminarayan has been appointed	-



<p>case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.</p>							<p>Further the Company had made an application to the NSE and BSE seeking waiver in respect of fine imposed.</p> <p>Subsequently, as per the information and explanation provided by the Company, NSE vide its letter dated 16th August, 2022 rejected the request for waiver of fine and levied a fine for said violation.</p> <p>The fine amount aggregating to Rs. 2,69,040/- including GST was paid by the Company to NSE on 22nd August 2022.</p>	<p>as an Independent Director on 20th March 2018 for a term of five years by the shareholders of the Company before the enactment of Reg. 17(1A) and the same would be required only for future appointments. Also, the approval of the shareholders granted for Mr. M Lakshminarayan's appointment though was vide an ordinary resolution, had been unanimously approved which in principle met the requirements beyond 2/3rd approval stipulated in the Listing Regulations.</p>
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We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance (Yes/No/NA)	Status	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES		-
2.	<p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per thereregulations/ circulars/guidelines issued by SEBI. 	YES	YES	-
3.	<p><u>Maintenance and disclosures on Website</u></p>			





	<ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under aseparate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirectsto the relevant document(s)/ section of the website.	YES YES YES	- - -
4.	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none">Identification of material subsidiary companies.Requirements with respect to disclosure of material as wellas other subsidiaries.	NOT APPLICABLE YES	The Listed Entity does not have a Material Subsidiary Company -
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records asprescribed under SEBI Regulations and disposal of records asper Policy of Preservation of Documents and Archival policyprescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of theBoard, Independent Directors and the Committees at the startof every financial year as prescribed in SEBI Regulations.	YES	-
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none">The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or)In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	YES NOT APPLICABLE	- All Related party Transactions were entered after obtaining prior approval of audit Committee.
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s)under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-





10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	During the year, a fine of Rs. 2,69,040/- was levied by the National Stock Exchange of India Limited pertaining to violation of Regulation 17(1A) of the SEBI Listing Regulations in the Financial Year 2021-22. The details of the fine levied are mentioned in the table above.
12.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

**FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**



CS R.SRIDHARAN

C.P NO.3239

FCS.NO.4775

PR.NO.657/2020

UIN: S2003TN063400

UDIN: F004775E000403074

**PLACE : CHENNAI
DATE :29.05.2023**