

WENDT (INDIA) LIMITED

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

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Telefax : + 91 4344 405620 / 405630

E-mail : wil@wendtindia.com

Web : www.wendtindia.com**CIN: : L85110KA1980PLC003913**28th May 2026

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2026

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026, we enclose the Annual Secretarial Compliance report issued by M/s. Srinidhi Sridharan & Associates, Company Secretaries for the year ended 31st March 2026.

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, 2026**

ISIN: INE274C01019

We, SRINIDHI 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 upon to make this certification, for the year ended **31st March, 2026** 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 thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder 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 thereunder;

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:-

Sr. 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
1.	The Board composition shall comprise of not less than six directors, The Board of directors shall have an optimum combination of executive and non-executive directors and any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the	17(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015	The listed entity failed to maintain the minimum requirement of six directors. Consequently, it did not have the optimum composition of Executive and Non-Executive Directors. Further, the vacancy in the office of Director that arose on 15 September 2025, following	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Fine	The Listed Entity did not maintain the minimum requirement of six Directors, optimum combination of Executive and Non-Executive Directors and did not fill the vacancy in the office of the Director within the prescribed period of	BSE for Rs. 94,400 NSE for Rs. 94,400	The Listed Entity did not maintain the minimum requirement of six Directors, optimum combination of Executive and Non-Executive Directors and did not fill the vacancy in the office of the Director within the prescribed period of three months	Since the position involved bringing on Board an Executive Director, the identification, shortlisting, selection and process consumed additional time and on 19th January 2026, basis the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Amit Ingale as Executive Director & Chief Executive	

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2026

WENDT (INDIA) LIMITED



	date of such vacancy.		the resignation of Mr. Ninad Mukund Gadgil, Whole-time Director and Chief Executive Officer, was not filled within the prescribed period of three months.		three months		Officer at its meeting held on 19th January 2026. It may be noted that the Company is engaged in the business of manufacture of high-precision grinding, honing, and super-abrasive tools (Diamond &
2.	Any vacancy in the office of the Chief Executive Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy	Regulation 26A of SEBI (LODR) Regulations, 2015.	The listed entity has not filled the casual vacancy of Chief Executive Officer within 3 months from the date of such vacancy resulting due to resignation of Mr. Ninad Mukund Gadgil, Whole-time Director and Chief Executive Officer, with effect from 15th September, 2025.			-	The listed entity has not filled the casual vacancy in the office of Chief Executive Officer within 3 months from the date of such vacancy resulting due to resignation of Mr. Ninad Mukund Gadgil, Whole-time Director and Chief Executive Officer with effect from 15th September, 2025. CBN) and CNC machines. The process and products are technical in nature and hence, an additional time had to be spent on identification and appointment of the appropriate candidate with requisite expertise and experience in engineering sector to lead the Company. The timeline factored the offer and acceptance timelines from both sides and this took an additional time which we consider not a significant delay. Hence, as on 19th January 2026, the Board composition was restored to the mandated minimum six directors. The Company has filed waiver application for the fine levied by the exchanges on 13th March 2026.



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

S. No	Observations/Remarks of the Practicing Company Secretary in the previous reports	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remedial actions, if any, taken by the listed entity	Remarks
NIL											

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

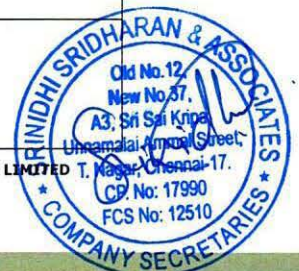
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings 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 the regulations/circulars/guidelines issued by 	YES YES	- -



	SEBI.		
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 a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	<p>YES</p> <p>YES</p> <p>YES</p>	-
4.	<p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<p>YES</p>	-
5.	<p><u>Details related to Subsidiaries of listed entities</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies. Requirements with respect to disclosure of material as well as other subsidiaries. 	<p>NOT APPLICABLE</p> <p>YES</p>	<p>The Listed Entity does not have a Material Subsidiary Company</p> <p>-</p>
6.	<p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>YES</p>	-
7.	<p><u>Performance Evaluation</u></p> <p>The listed entity has conducted performance evaluation of, Independent Directors and the</p>	<p>YES</p>	-



	Committees at the start of every financial year as prescribed in SEBI Regulations.		
8.	<p><u>Related Party Transactions</u></p> <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.	<p><u>Disclosure of events or information</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	-
10.	<p><u>Prohibition of Insider Trading</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>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.</p>	NO	Kindly refer the above table
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p>		



	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NOT APPLICABLE	-
13.	<u>Additional non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

PLACE: CHENNAI
DATE : 27TH MAY 2026

For SRINIDHI SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



CS SRINIDHI SRIDHARAN
FCS No. 12510
CP No. 17990
PR No. 6279/2024
UIN: S2017TN472300
UDIN: F012510H000497632