

## WENDT (INDIA) LIMITED

No. 69/70, Sipcot, Hosur 635 126, Tamilnadu, INDIA  
CIN : L85110KA1980PLC003913  
Telephone : + 91 4344 405500  
Telefax : + 91 4344 405620 / 405630  
E-mail : wil@wendtindia.com  
Web : www.wendtindia.com



24<sup>th</sup> May 2022

BSE Ltd.  
1<sup>st</sup> 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, 5<sup>th</sup> 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 31<sup>st</sup> March 2022.**

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 8<sup>th</sup> February 2019, we enclose the Annual Secretarial Compliance report issued by M/s. R Sridharan & Associates, Company Secretaries for the year ended 31<sup>st</sup> March 2022.

Kindly take the above on record.

Thanking you

Yours faithfully

**For Wendt (India) Limited**

A handwritten signature in blue ink, appearing to read "Arjun Raj P.", written over a circular stamp.

**Arjun Raj P**  
**Company Secretary**

**Secretarial Compliance report of WENDT (INDIA) LIMITED for the year ended 31<sup>st</sup> March 2022**

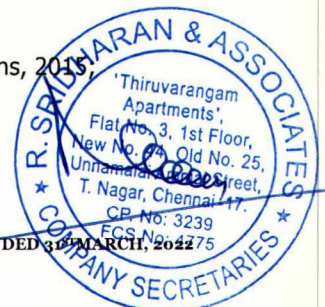
ISIN: INE274C01019

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)(hereinafter referred as the "listed entity"), having its Registered office at No.105, 1<sup>st</sup> Floor, Cauvery Bock, National Games Housing Complex, Koramangala, Bangalore – 560 047.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: [www.wendtindia.com](http://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 **31<sup>st</sup> March 2022** 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 thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("Hereinafter referred as Listing Regulations")
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the year under review);
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(Not applicable during the year under review);
- e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review);
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the year under review)
- g) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013, (Not applicable during the year under review);
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015





- i) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review)
- j) The 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 thereunder except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity (No action was taken against the Promoters/Directors/Material subsidiaries) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder other than as reported hereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any.
1.	BSE Limited (BSE) vide its letters dated 22 <sup>nd</sup> November 2021 and 21 <sup>st</sup> February 2022 and National Stock Exchange of India Limited (NSE) vide its letters dated 22 <sup>nd</sup> November, 2021 and 21 <sup>st</sup> February, 2022 levied a penalty for alleged	Non-compliance of Regulation 17(1A) of the Listing Regulations, "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 at the	The NSE and BSE have respectively levied monetary fine(s) on the Company on account of continuation of Directorship of Mr. Lakshminarayan, Non Executive - Independent Director who had attained the age of Seventy-Five years on 7 <sup>th</sup> September 2021 without seeking the approval of the	As per Regulation 17(1A) the Company had obtained the approval of the shareholders by special resolution through postal ballot on 30 <sup>th</sup> December 2021 for continuation of Directorship of Mr. Lakshminarayan, Non Executive - Independent Director of the company.  Further the Company vide letter dated 22 <sup>nd</sup> February, 2022 has made an application to the NSE and BSE seeking waiver in respect of the

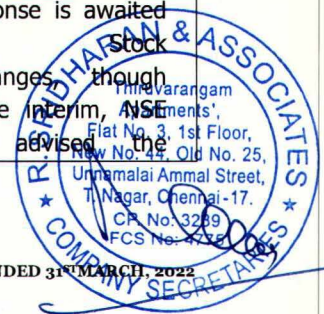




	<p>violation of Regulation 17(IA) in respect of Mr. M Lakshminarayan, Director who continued to hold office after completing 75 years of age during the year.</p>	<p>General Meeting.” – The Company having continued the directorship of Mr. Lakshminarayan, who had completed the age of the Seventy - Five years in September 2021 without seeking the approval of the Shareholders vide a special resolution.</p>	<p>shareholders by Special Resolution as prescribed under 17(1A) of the Listing Regulations for the Quarter ended 30<sup>th</sup> September, 2021 and Quarter ended 31<sup>st</sup> December 2021.</p>	<p>imposed.</p> <p>The Company has received a communication from NSE to appear for personal hearing on 20<sup>th</sup> April, 2022. The Company Secretary and Compliance officer appeared through Video Conferencing via Microsoft teams before the committee members and submitted the request for waiver of the fine(s) levied:</p> <p>As informed by the management, the violation was not intentional as Mr. Lakshminarayan had been appointed as an Independent Director on 20<sup>th</sup> March 2018 for a term of five years by the shareholders of the Company before enactment of Reg.17(1)(A). Also, the approval of the shareholders granted for Mr. Lakshminarayan's appointment on 24<sup>th</sup> July 2018 though was vide an ordinary resolution, had been unanimously approved which in principle met the requirements beyond the 2/3<sup>rd</sup> approval stipulated in the Listing Regulations.</p> <p>The final order is awaited.</p>
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2021	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The promoters of the Company have vide an offer for sale diluted their respective stake in the Company to	As on 31 <sup>st</sup> March, 2021, the stock exchanges – NSE and BSE had communicated to the Company their decision	The Company had given its detailed reply vide its letters dated 12 <sup>th</sup> July	Response is awaited from Stock Exchanges, though in the interim, NSE had advised the





<p>meet the Minimum Public Shareholding and the process was initiated in December 2020 and concluded on 8th January 2021. Hence as on date of this report, the Company has complied with Regulation 38 of the Regulations. The Company has also represented to both the exchanges the timelines involved in the meeting of the Minimum Public Shareholding whereby the levy of fine has been sought to be waived.</p>	<p>to levy fine on the Company for the period 1<sup>st</sup> September 2020 till 7<sup>th</sup> January 2021 owing to the minimum public shareholding in the Company not meeting the mandated 25% threshold as required under Regulation 38 of the Regulations.</p>	<p>2021, 8<sup>th</sup> September 2021, 19<sup>th</sup> April 2022 to NSE and BSE, explaining the timelines taken for meeting the compliance of this requirement considering the global pandemic situation. The Company has requested for waiver of fine imposed or Non-compliance of the requirement prescribed under 38 of the Regulations and has also sought to be personally heard.</p>	<p>Company to submit their detailed response again for its consideration.</p>
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**FOR R.SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES**



**CS R.SRIDHARAN**

**C.P NO.3239**

**FCS.NO.4775**

**PRNO.657/2020**

**UIN: S2003TN063400**

**UDIN: F004775D000369535**

**PLACE : CHENNAI**

**DATE : 23<sup>RD</sup> MAY, 2022**