

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: WENDT (INDIA) LTD			Scrip Code: 505412
Quarter Ending on: 30-09-11			
<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	NO	Pursuant to the retirement of Mr Kiran A Sheth, Independent Director from the Board in the last AGM, an Independent Director was required to be appointed as per Clause 49 of the Listing Agreement by 24 <sup>th</sup> January 2011. A time frame of 180 days was available to do so and the process of identifying suitable candidates for filling up this position was initiated. In the meantime, consequent to the offer made by 3M for the acquisition of Winterthur stake thereby resulting in the indirect acquisition of 40% stake in the Company, and the same being challenged by Carborundum Universal Limited, one of the Promoters of the Company, the Company Law Board, Chennai Bench has passed an interim order dated 19 <sup>th</sup> January 2011 restraining the alteration of the Board of Directors of the Company. The filling up of the vacancy would be done depending on developments in this ongoing litigation.
(B) Non-executive Director's compensation & disclosures	49 (IB)	NA	No compensation paid to Non Executive Director(s) other than sitting fee
(C) Other Provisions as to Board and Committees	49 (IC)		
(D) Code of Conduct	49 (ID)	YES	
<b>II. Audit Committee</b>	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit committee	49 (IIB)	YES	

*NA*

(C) Power of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	NA	No Indian Subsidiary Company
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	
(b) Disclosures of Accounting Treatment	49 (IV B)	YES	
(B) Board Disclosures	49 (IV C)	YES	
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	
(D) Remuneration of Directors	49 (IV E)	NA	No remuneration paid to any Director(s) other than sitting fee
(E) Management	49 (IV F)	YES	Will be included in the Annual Report 2011-12
(F) Shareholders	49 (IV G)	YES	Will be included in the Annual Report 2011-12
<b>V. CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Will be included in the Annual Report 2011-12
<b>VII. Compliance</b>	49 (VII)	YES	Will be included in the Annual Report 2011-12
<b>Disclaimer Clause:</b>			

**'The information furnished above is certified by M/s Wendt (India) Limited to be true, fair and accurate (except in respect of errors in or omissions from documents filed electronically that result solely from electronic transmission errors beyond our control and in respect of which we take corrective action as soon as it is reasonably practicable after becoming aware of the error or the omission). SEBI, the Stock Exchanges or the NIC do not take any responsibility for the accuracy, validity, consistency and integrity of the data entered and updated by it.'**

For Wendt (India) Limited

  
Apeksha Nagori  
Company Secretary