

Compliance Report on Corporate Governance

1. Name of listed entity: Wendt (India) Limited  
2. Quarter ending: 31st December 2015

I. Composition of Board of Directors								
Title	Name of the Director	PAN&S & DIN	Category(Chairperson /Executive/Non-Executive/Independent /Nominee)&	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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.	M M Murugappan	AAGPM1775L & 00170478	Chairperson/Non-executive	29/12/2001	NA	NA	4	3
Mr.	Edmar Allitsch	Foreign Director & 03073511	Non-executive	29/04/2010	NA	NA	NIL	NIL
Mr.	K Srinivasan	ACOPS5860Q & 00088424	Non-executive	30/01/2002	NA	NA	3	NIL
Mr.	Peter Verholen	Foreign Director & 03073191	Alternate to Mr Edmar Allitsch	29/04/2010	NA	NA	NIL	NIL
Mr.	Shrinivas G Shirgurkar	AKMPS5682E & 00173944	Independent/Non-executive	17/04/2006	10 yrs	1	1	1
Mr.	K S Shetty	AASPS3533Q & 01759936	Independent/Non-executive	16/04/2009	7 yrs	1	NIL	NIL

SPAN 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.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee) \$
1. Audit Committee	Shrinivas G Shirgurkar	Chairperson/Independent
	K S Shetty	Independent
	K Srinivasan	Non-executive
2. Nomination & Remuneration Committee	K Srinivasan	Chairperson/Non-executive
	K S Shetty	Independent
	Shrinivas G Shirgurkar	Independent
3. Stakeholders Relationship Committee	M M Murugappan	Chairperson/Non-executive
	K S Shetty	Independent
	K Srinivasan	Non-executive

&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	Maximum gap between any two consecutive (in number of days)
23rd July 2015	23rd October 2015	92 days

IV. Meeting of Committees			
Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee-23rd Oct 2015	Yes	Audit Committee- 23rd July 2015	92 days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) refer note below
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

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

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
- 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:

Name & Designation

  
Company Secretary



Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.