



Wanbury Limited

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29th May, 2023

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block, C

To
The Manager,
Listing Department,
BSE Limited,
B. L. Towers, Dalal Street



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Secretarial Compliance Report of Wanbury Limited for the Financial Year ended 31st March, 2023

We have examined:

- a) all the documents and records made available to us and explanation provided by Wanbury Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

A. I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NA
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries	Yes	NA
6.	Preservation of Documents: 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.	Yes	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA

8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	NA
9.	<p>Disclosure of events or information:</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>	No	There was a delay in intimation of Change in Management wherein there was a Completion of Tenure of 2 Independent Directors which was intimated later than 24 hours.
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 except as disclosed in the report.</p>	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
12.	Additional Non-compliances, if any:	No	<p>(a) As per Regulation 17(1)(c) The Composition of Board of Directors should be 6. The tenure of Mr. Binod Chandra Maharana and Ms. Manisha Juvekar has been completed on 16th March, 2023 and due to such completion the composition of Board of Directors has fallen below 6.</p> <p>(b) As per Regulation 33(3)(d) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; Every Listed Company should conduct a Board Meeting within 60 days of end of the Financial Year. However, the Board Meeting for end of the Financial Year 2021-22 was conducted on 22nd June, 2022.</p> <p>(c) As per Regulation 33(3)(a) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; Every Listed Company should conduct a Board Meeting within 45 days from the end of the Quarter. However, the board Meeting for the Quarter ended 30th September, 2022 was conducted on 28th November, 2022.</p> <p>(d) As per Regulation 19 (b) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; All directors of the Nomination and Remuneration Committee shall be non-executive directors. The Member of the Nomination and Remuneration Committee includes Mr. Chandran Krishnamoorthy who is an Executive Director.</p> <p>(e) As per SEBI circular No. SEBI/ Cir/ ISD/ 05/2011 & Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- 100% Shareholding of Promoter & Promoter Group has to be in dematerialized form, however only 90.03% of the total Shareholding of the Promoters is in dematerialized Form.</p> <p>(f) As per Regulation 18(2)(b) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. However, there was a gap of 133 days between Board Meeting held on 08th February, 2022 and 22nd June, 2022</p>

B. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the lastquarter of such financial year as well as the audit report for such financial year.	NA NA NA	There is no change in Auditor during the Financial Year under review

2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	There is no change in Auditor during the Financial Year under review

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p>	<p>There is no change in Auditor during the Financial Year under review</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>There is no change in Auditor during the Financial Year under review</p>

C. 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/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions	Details of Violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	SEBI LODR Regulations, 2015	As per SEBI circular No. SEBI/ Cir/ ISD/ 05/2011 & Regulation 31(2) of the	100% Shareholding of Promoter & Promoter Group has to be in dematerialised form, only 90.03% of the Promoter's Shareholding is in dematerialised Form	--	--	Only 90.03% of the Promoter's Shareholding is in dematerialised Form	--	Company is in process of dematerialising all the holdings of Promoters in demat form.	In process of dematerialising promoters holdings	--
2.	SEBI LODR Regulations, 2015	Reg 30, Sch III, Part A, Para A	There was a delay in intimation of Change in Management	--	--	There was a Completion of Tenure of 2 Independent Directors which was intimated later than 24 hours	--	Intimation was made beyond 24 hours	The Company assures that the Management is committed to ensure timely	--

									compliance.	
3.	SEBI LODR Regulations, 2015	Reg 17(1)(c)	Composition of Board fallen below 6.	--	--	The tenure of 2 terms of Mr. Binod Chandra Maharana and Ms. Manisha Juvekar, Independent Directors of the Company, has been completed on 16 th March, 2023 and due to such completion the composition of Board of Directors has fallen below 6.	---	Company is in process of constituting proper composition of Board as per LODR	Company is in process of constituting proper composition of Board as per LODR	
4.	SEBI LODR Regulations, 2015	Reg 33(3)(d)	Every Listed Company should conduct a Board Meeting within 60 days of end of the Financial Year. The Company did not comply with the same.	Penalty	BSE and NSE	The Board Meeting was conducted on 22 nd June, 2022 for Accounts adoption of Financial Year ended 31 st March, 2022	Rs. 1,35,700/- levied by BSE and NSE respectively and company paid Rs.1,35,700/- to BSE and NSE each.	Rs. 1,35,700/ has been paid as Penalty to NSE and BSE	Rs. 1,35,700/ has been paid as Penalty to NSE and BSE	--

5.	SEBI LODR Regulations, 2015	Reg 33(3)(a)	As per Regulation 33(3)(a) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; Every Listed Company should conduct a Board Meeting within 45 days from the end of the Quarter. The Company did not comply with the same.	Penalty	BSE and NSE	The board Meeting for the Quarter ended 30 th September, 2022 was conducted on 28 th November, 2022	Rs. 82,600/- levied by BSE and NSE Respectively and company paid Rs.82,600/- to BSE and NSE each.	Rs. 82,600/ has been paid as Penalty to NSE and BSE	Rs. 82,600/ has been paid as Penalty to NSE and BSE	--
6.	SEBI LODR Regulations, 2015	Reg 19 (b)	All directors of the Nomination and Remuneration Committee shall be non-executive directors. However, the Member of the Nomination and Remuneration Committee includes Executive Director Mr. Chandran Krishnamoorthy.	--	--	Nomination and Remuneration Committee includes Executive Director Mr. Chandran Krishnamoorthy.	---	Company is in process of constituting proper composition of NRC as per LODR	Company is in process of constituting proper composition of NRC as per LODR	--

6	SEBI LODR Regulations, 2015	Reg 18(2)(a)	The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. However there was gap of more than 120 days between 2 Audit Committee Meetings	--	--	There was a gap of 133 days between Board Meeting held on 08 th February, 2022 and 22 nd June, 2022	---	There was a gap of 133 days between n Audit Commi ttee Meetin g held on 08 th Februar y, 2022 and 22 nd June, 2022	There was a gap of 133 days between n 2 Audit Commi ttee Meetin gs	--
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D. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Com-pliance Requirement (Regulations/ circulars/ guide- lines 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.	SEBI(LODR) Regulations, 2015,	Reg 31(2) and circular No. SEBI/ Cir/ ISD/ 05/2011	100 % Shareholding of Promoter & Promoter Group has to be in dematerialised form.	--	--	Only 76.79% of the Shareholding of Promoter & Promoter Group is in dematerialised form	NA	Company is in process of dematerialising all the holdings of Promoters in demat form.	In process of dematerialising promoters holdings	--
2.	SEBI LODR Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly unaudited/audited Financial Statements within 45 days from end of each quarter.	National Stock Exchange of India	Penalty	The Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th June, 2021	Penalty aggregating to Rs. 1,45,000/- has been levied, Penalty aggregating to Rs. 1,71,100/ has been paid on 21st September,2021.	The Company had approved the Financial Statement for quarter ended 30th June, 2021 on 20th October, 2021.	Rs. 1,71,100/ has been paid as Penalty to NSE	--

3.	SEBI LODR Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter.	Bombay Stock Exchange Limited	Penalty	The Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th June, 2021	Penalty aggregating to Rs. 1,45,000/- has been levied, Penalty aggregating to Rs. 1,71,100/ has been paid on 21st September, 2021.	The Company had approved the Financial Statement for quarter ended 30th June, 2021 on 20th October, 2021.	Rs. 1,71,100/ has been paid as Penalty to NSE	--
4.	SEBI LODR Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter.	National Stock Exchange of India	Penalty	The Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th September, 2021.	Penalty aggregating to Rs. 50,000/- has been levied and Penalty aggregating to Rs. 59,000/ has been paid on 20th December,2021 .	The Company had approved the Financial Statement for quarter ended 30th September, 2021 on 25th November, 2021	Rs. 59,000/ has been paid as Penalty to NSE	--
5.	SEBI LODR Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter.	Bombay Stock Exchange Limited	Penalty	the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th September, 2021.	Penalty aggregating to Rs. 50,000/- has been levied and Penalty aggregating to Rs. 59,000/ has been paid on 20th December, 2021.	The Company had approved the Financial Statement for quarter ended 30th September, 2021 on 25th November, 2021	Rs. 1,71,100/ has been paid as Penalty to BSE	--

