

Wanbury Limited

Regd. Office : BSEL Tech Park, B-wing
10th Floor, Sector-30 A,
Opp. Vashi Railway Station,
Vashi Navi Mumbai 400 703
Maharashtra, INDIA
Tel. : +91-22-6794 2222
 +91-22-7196 3222
Fax : +91-22-6794 2111/333
CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com



24th May, 2022

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C - 1, Block - G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.

To
The Manager,
Listing Department,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Scrip Code: 524212

Symbol: WANBURY

Ref.: SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019

Dear Sir/Madam,

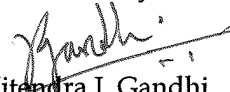
Sub.: Annual Secretarial Compliance Report for the year ended 31st March, 2022.

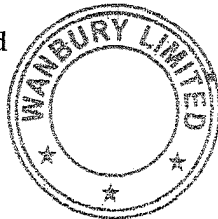
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") in line with the provisions of the Companies Act, 2013, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2022 received from Ms. Kala Agarwal, Practising Company Secretary.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours truly,
For Wanbury Limited


Jitendra J. Gandhi
Company Secretary



Encl.: a/a



801, Embassy Centre, Plot No. 207, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021.
Tel: +91-22-22824639 / 22824659 / 7021597117 / 9137774259
Mob: + 91-9819888185 • E-mail: agarwalkala@gmail.com / admin@kalaagarwal.com

www.kalaagarwal.com

Secretarial Compliance Report of Wanbury Limited for the Year ended 31st March, 2022.

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) Reports issued to the Company, Bank Statements and document for the year ended 31st March, 2021 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");
 - (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

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) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;
- (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. 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 clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17 of the SEBI (LODR), Regulation 2015	The tenure of Mr. Binod Chandra Maharana and Dr. Manisha Juvekar as an Independent Director, expired on 05 th February, 2022 and both were re-appointed at the Extra Ordinary General Meeting held on 17 th March, 2022. Thus for the period from 06 th February, 2022 to 17 th March, 2022 there were only three directors on Board and as per Regulation 17 of SEBI (LODR), Regulation, 2015, the Company was required to appoint six directors on its Board.	The Company had complied with the requirement of six directors with effect from 17.03.2022.



2.	Regulation 33 of the SEBI (LODR), Regulation, 2015	As per Regulation 33 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter, however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30 th June, 2021 and 30 th September, 2021.	The Company had complied with the requirement of Regulation 33, however it was in delay.
3.	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 dematerialised form, however only 76.79% of the Promoter's Shareholding is in dematerialised Form.	The Company is in the process of dematerializing the remaining shares of the Promoters.

B. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.



C. The following are the details of actions taken against the listed entity/ its 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:

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.	National Stock Exchange of India	Every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter; however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30 th June, 2021.	Penalty aggregating to Rs. 1,45,000/- has been levied by the NSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 th June, 2021 Penalty aggregating to Rs. 1,71,100/ has been paid on 21 st September, 2021.	The Company had approved the Financial Statement for quarter ended 30 th June, 2021 on 20 th October, 2021.



2.	BSE Ltd.	Every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter; however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30 th June, 2021.	Penalty aggregating to Rs. 1,45,000/- has been levied by the BSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 th June, 2021 Penalty aggregating to Rs. 1,71,100/ has been paid on 21 st September, 2021.	The Company had approved the Financial Statement for quarter ended 30 th June, 2021 on 20 th October, 2021.
3.	National Stock Exchange of India	Every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter; however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30 th September, 2021.	Penalty aggregating to Rs. 50,000/- has been levied by the NSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 th September, 2021 Penalty aggregating to Rs. 59,000/ has been paid on 20 th December, 2021.	The Company had approved the Financial Statement for quarter ended 30 th September, 2021 on 25 th November, 2021.



4.	BSE Ltd.	Every listed Company is required to approve their quarterly unaudited/audited Financial Statements within 45 days from end of each quarter; however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30 th September, 2021.	Penalty aggregating to Rs. 50,000/- has been levied by the BSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 th September, 2021 Penalty aggregating to Rs. 59,000/ has been paid on 20 th December, 2021.	The Company had approved the Financial Statement for quarter ended 30 th September, 2021 on 25 th November, 2021.
----	----------	---	--	---

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 31.03.2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Only 76.79% of the Shareholding of Promoter & Promoter Group is in dematerialised form. However, 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 dematerialised form.	Only 76.79% of the Shareholding of Promoter & Promoter Group is in dematerialised form. However, 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 dematerialised form.	The Company is in the process of dematerializing the remaining shares of the promoters.	As per the information provided by the Management, the Company is making efforts to dematerialize the remaining shares of the Promoters.



2.	The Company had not submitted disclosure of Related Party Transaction within 30 days from the date of publication of its standalone and consolidated financial results as per Regulation 23 sub-regulation 9 of SEBI (LODR), Regulation, 2015.	--	The Company had submitted the same with the delay of 3 days.	The same was compiled in delay.
3.	There were only four directors on Board, however as per Regulation 17 of SEBI (LODR), Regulation, 2015, the Company was required to appoint six directors on its Board. The Company had complied with the provision of Regulation 17 of SEBI (LODR), Regulation, 2015, with effect from 06.02.2021.	--	Fine of Rs. 18,34,900/- was levied on the Company by both the stock exchanges.	As per the information provided by the Management, the Company had paid the penalty to the stock exchanges.

Kala

Kala Agarwal
Practising Company Secretary
COP No.: 5356

UDIN: F005976D000351629

Place: Mumbai

Date: 20th May, 2022

