

# WANBURY LIMITED

**Registered office:** BSEL Tech Park, B-Wing, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station,  
Vashi, Navi Mumbai - 400 703. Maharashtra, India.

Tel.: 9122 6794 2222/7196 3222, Fax: 9122 6794 2111/333

**CIN: L51900MH1988PLC048455**

Email: [info@wanbury.com](mailto:info@wanbury.com), website: [www.wanbury.com](http://www.wanbury.com)

=====

29<sup>th</sup> July, 2020

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.

**Symbol: WANBURY**

**Scrip Code: 524212**

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

Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020.**

Pursuant to Regulation 24(b) 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 31<sup>st</sup> March, 2020 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**

# **Kala Agarwal**

**BCom, FCS,**

**Pracising Company Secretary**

801, Embassy Centre, Jammalal Bajaj Road, Nariman Point, Mumbai-400021

Email id: [admin@kalaagarwal.com](mailto:admin@kalaagarwal.com) Contact: 022 22824639/59 Mob.: 9819888185

---

## **ANNEXURE A**

### **Secretarial Compliance Report of Wanbury Limited for the Year ended 31<sup>st</sup> March, 2020.**

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 31<sup>st</sup> March, 2020 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:-

<b>Sr. No</b>	<b>Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1.	Regulation 33 of the SEBI (LODR), Regulation 2015	There was a delay in holding the Board Meeting and the audit committee meeting for the last quarter of the Financial year ended 31.03.2019.	The delay in holding the Board Meeting for the approval of the Audited Financial Statement of the Company for the financial year ended 31.03.2019 and the Company has paid penalty to the Stock Exchanges for the same.
2.	Regulation 29(2)(3) of the SEBI (LODR), Regulation 2015	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019 and the Company paid penalty to the Stock Exchanges for the same.
3.	SEBI circular No. SEBI/ Cir/ ISD/ 05/2011 & Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and	100 % Shareholding of Promoter & Promoter Group has to be in dematerialised form, however only 76.79% of	The Company is in the process of dematerializing the remaining shares of the Promoters.

Disclosure Requirements)	the Promoter's Shareholding is in dematerialised Form.
--------------------------	--

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	There was a delay in holding the Board Meeting and the audit committee meeting for the last quarter of the Financial year ended 31.03.2019 as per Regulation 33 of the SEBI (LODR), Regulation 2015	Fine of Rs. 4,48,400/- was levied on the Company.	There was delay in holding the Board Meeting for the approval of the Audited Financial of the Company for the year ended 31.03.2019 and the Company has paid the penalty to the National Stock Exchange of India for such delay
2.	BSE Ltd.	There was a delay in holding the Board Meeting and the audit committee meeting for the last quarter of the Financial year ended 31.03.2019 as per Regulation 33 of the SEBI (LODR), Regulation 2015	Fine of Rs. 4,48,400/- was levied on the Company.	There was delay in holding the Board Meeting for the approval of the Audited Financial of the Company for the year ended 31.03.2019 and the Company has paid the penalty to the BSE Ltd. for such delay
3.	National Stock Exchange of India	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019 as per Regulation 29(2)(3) of	Fine of Rs. 11,800/- was levied on the Company.	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019 and the Company has paid

		the SEBI (LODR), Regulation 2015		penalty to the National Stock Exchange of India for such delay.
4.	BSE Ltd.	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019 as per Regulation 29(2)(3) of the SEBI (LODR), Regulation 2015	Fine of Rs. 11,800/- was levied on the Company.	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019 and the Company has paid penalty to the BSE Ltd. for such delay

D. The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31.03.2020</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
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.	There was a delay in holding the Audit Committee & Board Meeting for the last quarter	--	Fine of Rs. 6,98,800/- each was levied on the Company by the National Stock	The delay in holding the Board Meeting for the approval of the

<p>of the Financial year ended 31.03.2018 as per Regulation 33 of the SEBI (LODR), Regulation 2015 and consequently, the Company has paid penalty of Rs. 6,98,800/- to the BSE Ltd. and Rs. 6,98,800/- to the National Stock Exchange of India..</p>		<p>Exchange of India and BSE Ltd.</p>	<p>Audited Financial of the Company for the year ended 31.03.2018 due to the resignation of the Statutory Auditor of the Company. The casual vacancy was filled after conducting a postal ballot. The Company had paid the fine, as levied by the National Stock Exchange of India and BSE Ltd.</p>
--	--	---------------------------------------	---

Kala

Agarwal

**Kala Agarwal**

**Practising Company Secretary**

**COP No.: 5356**

**UDIN: F005976B000505332**

**Place: Mumbai**

**Date: 25.07.2020**

Digitally signed by Kala Agarwal  
 DN: cn=Kala Agarwal,  
 2.5.4.20=9576B000505332, dn:2.5.4.20=9576B000505332,  
 ou=Kala Agarwal, ou=Kala Agarwal,  
 email=Kala.Agarwal@wanbury.com,  
 o=Wanbury Limited,  
 c=IN,  
 Date: 2020.07.25 19:12:53 +05'30'