

**Wanbury Limited**

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CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

28th June, 2021

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.
Symbol: WANBURY

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

Scrip Code: 524212

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

Dear Sir/Madam,

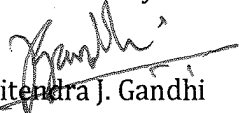
Sub.: Annual Secretarial Compliance Report for the year ended 31st March, 2021.

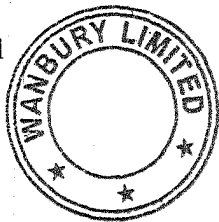
Pursuant to Regulation 24(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") in line with the provisions of the Companies Act, 2013, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2021 received from Ms. Kala 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



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ANNEXURE - A

Secretarial Compliance Report of Wanbury Limited for the Year ended 31st March, 2021.

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 Company was required to appoint six directors on its Board, however there were only four directors on the Board.	The Company had complied with the requirement of six directors with effect from 06.02.2021.
2.	Regulation 23 of the SEBI (LODR), Regulation, 2015	There was delay in disclosing related party transaction to the stock exchanges for the half year ended 31.03.2020	There was a 3 days delay in disclosing related party transaction to the stock exchanges.
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	The composition of Board for top 2000 entity should comprise six directors as per Regulation 17(1)(c) of SEBI (LODR), Regulation 2015, however the Board comprised of only four directors.	Fine of Rs. 18,34,900/- was levied on the Company.	The Company had appointed two more directors and complied with the Regulation 17(1)(c) of SEBI (LODR), Regulation 2015 and , the Company has also paid the penalty to the National Stock Exchange of India for such delay.
2.	BSE Ltd.	The composition of Board for top 2000 entity should comprise six directors as per Regulation 17(1)(c) of SEBI (LODR), Regulation 2015, however the Board comprised of only four directors.	Fine of Rs. 18,34,900/- was levied on the Company.	The Company had appointed two more directors and complied with the Regulation 17(1)(c) of SEBI (LODR), Regulation 2015 and the Company has also paid the 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:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	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.	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 Board Meeting and the audit committee meeting for the last quarter of the Financial year ended 31.03.2019.	--	Fine of Rs. 4,48,400/- was levied on the Company.	As per the information provided by the Management, the Company had paid the penalty to the stock exchanges.
3.	There was a delay in furnishing prior intimation of meeting of the Board of Directors for the meeting convened on 22.10.2019	--	Fine of Rs. 11,800/- was levied on the Company.	As per the information provided by the Management, the Company had paid the penalty to the stock exchanges.


Kala Agarwal
Practising Company Secretary
COP No.: 5356

UDIN: F005976C000524230
Place: Mumbai
Date: 28.06.2021

