

Wanbury Limited

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7th January, 2019

To, Department of Corporate Services -Listing, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001. Scrip Code: 524212	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
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Dear Sir,


Sub: Compliance with Regulation 27(2) of the Listing Regulations for the quarter ended on 31st December, 2018.

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India - (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the Corporate Governance Report for the quarter ended on 31st December, 2018.

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

Thanking you,

Yours faithfully,
For Wanbury Limited


Jitendra J. Gandhi
Company Secretary



Encl.: a/a.

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Wanbury Limited**
 2. Quarter ending - **31-Dec-2018**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execu tive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint ment	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh older Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mm itte e held in liste d entit ies incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr	K. Chandran	0 0 0 0 5 8 6 8	AA EP K2 338 P	C & ED		01- Jan- 2005			1	1	0	AC,SC ,NRC	
Mr	N. K. Puri	0 0 0 0 2 2 2 6	AE DP P29 05 C	ID		23- Mar- 2015		6 0	1	1	1	AC,SC ,NRC	
Mr	S. K.	0	AA	ID		23-		6	3	2	2	AC,SC	

	Bhattacharya	1 9 2 4 7 7 0	FP B9 459 D			Mar- 2015		0					,NRC	
Ms	POONAM ARYA BHARTI	0 1 1 6 5 9 9 5	AH VP BI 401 A	ID		10- Aug- 2018	14- No v- 201 8	1 2	1	1	1			

Company Remarks	* Ms. Poonam Arya Bharti (DIN:01165995) ceased to be a Director (NEID) w.e.f. 14.11.18 from Board and all other Committees.?
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	N. K. Puri	ID	Chairperson	23-Mar-2015	
2	K. Chandran	C & ED	Member	01-Jan-2005	
3	S. K. Bhattacharya	ID	Member	23-Mar-2015	

Company Remarks	* Ms. Poonam Arya Bharti (DIN:01165995) ceased to be Member of ACM w.e.f. 14.11.18.
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	S. K. Bhattacharya	ID	Chairperson	23-Mar-2015	
2	N. K. Puri	ID	Member	23-Mar-2015	
3	K. Chandran	C & ED	Member	01-Jan-2005	
4	POONAM ARYA BHARTI	ID	Member	10-Aug-2018	14-Nov-2018

Company Remarks	* Ms. Poonam Arya Bharti (DIN:01165995) ceased to be Member of SRCM w.e.f. 14.11.18.?
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	N. K. Puri	ID	Chairperson	23-Mar-2015	
2	S. K. Bhattacharya	ID	Member	23-Mar-2015	
3	K. Chandran	C & ED	Member	01-Jan-2005	

Company Remarks	* Ms. Poonam Arya Bharti (DIN:01165995) ceased to be Member of NRCM w.e.f. 14.11.18.
Whether Permanent chairperson appointed	Yes

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
10-Aug-2018	14-Nov-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	95

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	10-Aug-2018	14-Nov-2018		Yes
Stakeholders Relationship Committee	10-Aug-2018	14-Nov-2018		Yes
Nomination & Remuneration Committee	10-Aug-2018	14-Nov-2018		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	95

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Jitendra J Gandhi**
Designation : **Company Secretary & Compliance Officer**