

Wanbury Limited

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8th October, 2018

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 30th September, 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 30th September, 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.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE – REGULATION 27 (2) OF SECURITIES AND EXCHANGE BOARD OF INDIA - (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Company : **WANBURY LIMITED**

Quarter ending on : **30th September, 2018**

I. Composition of Board of Directors:

Title & Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-executive / independent/ Nominee) &	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr. K. Chandran	AAEPK2338P00005868	Chairperson - Executive	01.09.05	N.A.	1	1	Nil
Mr. N. K. Puri	AEDPP2905C00002226	Independent	23.03.15	60	1	1	1
Mr. S. K. Bhattacharyya	AAFPB9459D01924770	Independent	23.03.15	60	3	2	2
Ms. Poonam Arya Bharti	AHVVPB1401A01165995	Independent	10.08.18	12	0	0	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees:

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) S
1. Audit Committee	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharyya 3. Ms. Poonam Arya Bharti 4. Mr. K. Chandran	Chairperson/Independent Independent Independent Executive
2. Nomination & Remuneration Committee	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharyya 3. Ms. Poonam Arya Bharti 4. Mr. K. Chandran	Chairperson/Independent Independent Independent Executive



3. Risk Management Committee (if applicable)	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharyya 3. Ms. Poonam Arya Bharti 4. Mr. K. Chandran	Chairperson/Independent Independent Independent Executive
4. Stakeholders Relationship Committee	1. Mr. S. K. Bhattacharyya 2. Mr. N. K. Puri 3. Ms. Poonam Arya Bharti 4. Mr. K. Chandran	Chairperson/Independent Independent Independent Executive

& Category of directors means executive/non-executive/independent/Nominee more than one category write all categories separating them with hyphen

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	Maximum gap between any two consecutive Meeting (in number of days)
-	10.08.2018	-

Remark: The Company was not able to conduct the Board Meeting in the 1st quarter i.e. from April, 2018 to June, 2018 due to change in Auditors and the Company has informed the stock exchanges about the same and also paid requisite penalty under SEBI LODR.

IV. Meeting of Committees:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee:			
10.08.2018	Yes	-	-
2. Stakeholders Relationship Committee:			
10.08.2018	Yes	-	-
3. Nomination & Remuneration Committee:			
10.08.2018	Yes	-	-

Remark: The Company was not able to conduct the Board Meeting in the 1st quarter i.e. from April, 2018 to June, 2018 due to change in Auditors and the Company has informed the stock exchanges about the same and also paid requisite penalty under SEBI LODR.

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions:

Subject	Subject Compliance
Whether prior approval of audit committee obtained.	Yes
Whether Shareholder's approval obtained for material RPT.	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.




2 If status is "No" details of non-compliance may be given here.

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): **N.A.**
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**

For Wanbury Limited


Jitendra J. Gahdhi
Company Secretary



8th October, 2018, Navi Mumbai,