

**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 : **DECEMBER 31, 2015**

**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.	Nil	Nil	Nil
Mr. N. K. Puri	AEEDP2905C00002226	Independent	23.03.15	0.9	Nil	1	Nil
Mr. S. K. Bhattacharya	AAPPB9459D01924770	Independent	23.03.15	0.9	Nil	1	Nil
Ms. Anita Belani	AAEPB3800H01532511	Independent	28.09.15	0.3	Nil	-	Nil

\$ 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) \$
1. Audit Committee	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharya 3. Ms. Anita Belani 4. Mr. K. Chandran	Chairperson/Independent Independent Independent Executive
2. Nomination & Remuneration Committee	1. Ms. Anita Belani 2. Mr. N. K. Puri 3. Mr. S. K. Bhattacharya	Chairperson/Independent Independent Independent



3. Risk Management Committee (if applicable)	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharya 3. Ms. Anita Belani 4. Mr. K. Chandran	Chairperson/Independent Independent Independent Executive
4. Stakeholders Relationship Committee	1. Mr. S. K. Bhattacharya 2. Mr. N. K. Puri 3. Ms. Anita Belani 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 (in number of days)
28.09.15	05.11.2015	37 days

### 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*
<b>1. Audit Committee:</b>			
05.11.2015	Yes	28.09.15	37 days
<b>2. Stakeholders Relationship Committee:</b>			
05.11.2015	Yes	13.08.15	83 days
<b>3. Nomination &amp; Remuneration Committee:</b>			
05.11.2015	Yes	13.08.15	83 days

\* 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 approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

#### 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.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:

**For Wanbury Limited**  
**Jitendra J. Gandhi**  
Company SecretaryPlace: Navi Mumbai  
Dated: 14.01.2016