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ANNEXURE A

Secretarial Compliance Report of Wanbury Limited for the Year ended 31st March, 2019.

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, 2019 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;

Secretarial Audit Report
Wanbury Limited- 31st March, 2019



(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 33 of the SEBI (LODR), Regulation 2015	There was a delay in holding the Board Meeting for the last quarter of the Financial year ended 31.03.2018.	The delay in holding the Board Meeting for the approval of the Audited Financial Statement of the Company for the financial year ended 31.03.2018 due to the resignation of the Statutory Auditor of the Company. The casual vacancy was filled after conducting a postal ballot.
2.	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.

Secretarial Audit Report
Wanbury Limited- 31st March, 2019



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 for the last quarter of the Financial year ended 31.03.2018 as per Regulation 33 of the SEBI (LODR), Regulation 2015	Fine of Rs. 6,98,800/- was levied on the Company.	The delay in holding the Board Meeting for the approval of the 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.
2.	BSE Ltd.	There was a delay in holding the Board Meeting for the last quarter of the Financial year ended 31.03.2018 as per Regulation 33 of the SEBI (LODR), Regulation 2015	Fine of Rs. 8,98,800/- was levied on the Company.	The delay in holding the Board Meeting for the approval of the 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.



Secretarial Audit Report
Wanbury Limited- 31st March, 2019

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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company has delayed in registering modification of charge and thus filed petition before the Regional Director under Section 87 of the Companies Act, 2013 for Condonation of delay in registering modification of charge.	--	As the information from the Charge holder was received beyond prescribed time due to circumstances beyond control, the Company could not register the Charge within the due time. The Company made application for Condonation of delay in registering modification of charge and paid the requisite penalty for the delay in the registration of charge.	The Company made application for Condonation of delay in registering modification of charge and paid the requisite penalty for the delay in the registration of charge.
2.	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)	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)	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.

Secretarial Audit Report
Wanbury Limited- 31st March, 2019



	Regulations, 2015, 100 % Shareholding of Promoter & Promoter Group has to be in dematerialised form	Regulations, 2015, 100 % Shareholding of Promoter & Promoter Group has to be in dematerialised form		
3.	The Company has filed an Application with Central Government in Form MR-2 for seeking approval for payment of excess remuneration to Whole time Director for the year ended 31 st March, 2016	--	The said application was abated vide Central Government letter dated 23.10.2018 as per the provisions of Sections 66 to 70 of the Companies (Amendment) Act, 2017 have come into force with effect from 12 th September, 2018 and in light of the Notification No. S.O. 4823 (E) dated 12.9.2018. Accordingly, the application made to the Central Government under provisions of Section 197 for payment of remuneration, which was pending with the Government was abated & closed. The Company has recovered the excess remuneration paid to Mr. K. Chandran, Whole - time Director for the year ended 31 st March, 2016, 3 rd March, 2017 and 31 st March, 2018.	The said application was abated vide Central Government letter dated 23.10.2018 as per the provisions of Sections 66 to 70 of the Companies (Amendment) Act, 2017 have come into force with effect from 12 th September, 2018 and in light of the Notification No. S.O. 4823 (E) dated 12.9.2018. Accordingly, the application made to the Central Government under provisions of Section 197 for payment of remuneration, which was pending with the Government was abated & closed. The Company has recovered the excess remuneration paid to Mr. K. Chandran, Whole - time Director for the year ended 31 st March, 2016, 3 rd March, 2017 and 31 st March, 2018.
4.	The Company has received the penalty notice from the BSE Limited for Non - Compliance of	--	The Company was levied a penalty of Rs. 2,00,000 and the same was paid on 14.09.2018.	The Company has paid the requisite penalty and has registered the charge.

Secretarial Audit Report
Wanbury Limited- 31st March, 2019



<p>Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. for delay in conducting the Board Meeting for the second quarter ended on 30th September, 2016 for the financial year 2016-17 on 7th June, 2017 as per SEBI Circular No. CIR/CFD/ CMD/ 12/ 2015 dated 30th November, 2015.</p>			
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Kala
Kala Agarwal
 Practising Company Secretary
 COP No.: 5356

Place: Mumbai
 Date: 30/05/2019