

General information about company	
Scrip Code*	524212
NSE Symbol*	WANBURY
MSEI Symbol	NOTLISTED
ISIN	INE107F01022
Name of the listed entity	WANBURY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Date of Reporting to Exchange	16-06-2023
Whether any observations reported by the Secretarial Auditor	Yes
The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.	Yes
In previous, Any actions taken against the listed entity/its promoters/directors/its material subsidiaries either by SEBI or by stock exchanges (including under the Standard operating procedures issued by SEBI through various circulars).	Yes
Is there any observation made in the previous report	Yes
Name of the Certifying Firm	KALA AGARWAL
Name of the practicing Company Secretary issuing the report	KALA AGARWAL
Membership Type	FCS
ACS/FCS No.	5976
UDIN	F005976E000367942
CP No.	5356
Place of PCS	MUMBAI
PCS Report Date	24-05-2023

Regulations			
Sr No	Regulation	Applicability during the period under review (Yes/No)	Any Observation (Yes/No)
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes	Yes
2	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Yes	No
3	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes	No
4	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No	No
5	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	Yes	No
6	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	No	No
7	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013	No	No
8	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes	No

Current Report

Sr No	Compliance requirement (regulations/circulars/ guidelines including specific clauses)	Regulation Name/ SEBI Circular number	Regulation Number/ circular dated	Deviations	Action taken by	Name of Other Regulatory Body	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of other action taken	Details of violation	Fine Amount	Observations/remarks of the practising Company Secretary, if any	Managrs Respc
1	SEBI LODR Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg 33(3)(d)	Every Listed Company should conduct a Board Meeting within 60 days of end of the Financial Year. The Company did not comply with the same.	Stock Exchange		Fine		The Board Meeting was conducted on 22nd June, 2022 for Accounts adoption of Financial Year ended 31st March, 2022	135700	Rs. 1,35,700/ has been paid as Penalty to NSE and BSE	Rs. 1,35,7 has be paid a Penalt NSE a BSE
2	SEBI LODR Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg 33(3)(a)	As per Regulation 33(3)(a) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; Every Listed Company should conduct a Board Meeting within 45 days from the end of the Quarter. The Company did not comply with the same.	Stock Exchange		Fine		The board Meeting for the Quarter ended 30th September, 2022 was conducted on 28th November, 2022	82600	Rs.82,600/ has been paid as Penalty to NSE and BSE	Rs.82, has be paid a Penalt NSE a BSE

Previous Report													
Sr No	Compliance requirement (regulations/circulars/ guidelines including specific clauses)	Regulation Name/ SEBI Circular number*	Regulation Number/ circular dated	Deviations	Actions taken by	Name of Other Regulatory Body	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of other action taken	Details of violation	Fine Amount	Observations of the practicing Company secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. (the years are to be mentioned)	Corporation secretarial fee
1	SEBI(LODR) Regulations, 2015,	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly unaudited/ audited Financial Statements within 45 days from end of each quarter.	Stock Exchange		Fine		The Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th June, 2021	171100	The Company had approved the Financial Statement for quarter ended 30th June, 2021 on 20th October, 2021.	The Company had approved the Financial Statement for quarter ended 30th June, 2021 on 20th October, 2021 for the Financial year 2021-2022.	The Corporation secretarial fee to ₹ Rs. 1,7
2	SEBI(LODR) Regulations, 2015,	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly unaudited/ audited Financial Statements within 45 days from end of each quarter.	Stock Exchange		Fine		The Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th June, 2021	171100	The Company had approved the Financial Statement for quarter ended 30th June, 2021 on 20th October, 2021 for the Financial year 2021-2022.	The Company had approved the Financial Statement for quarter ended 30th June, 2021 on 20th October, 2021 for the Financial year 2021-2022.	The Corporation secretarial fee to ₹ Rs. 1,7
3	SEBI(LODR) Regulations, 2015,	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly unaudited/ audited Financial Statements within 45 days from end of each quarter.	Stock Exchange		Fine		The Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th September, 2021.	59000	The Company had approved the Financial Statement for quarter ended 30th September, 2021 on 25th November, 2021	The Company had approved the Financial Statement for quarter ended 30th September, 2021 on 25th November, 2021 for the Financial year 2021-2022.	The Corporation secretarial fee to ₹ Rs. 59,
4	SEBI(LODR) Regulations, 2015,	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Reg 33(3)(a)	Every listed Company is required to approve their quarterly unaudited/ audited Financial Statements within 45 days from end of each quarter.	Stock Exchange		Fine		the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th September, 2021.	59000	The Company had approved the Financial Statement for quarter ended 30th September, 2021 on 25th November, 2021	The Company had approved the Financial Statement for quarter ended 30th September, 2021 on 25th November, 2021 for the Financial year 2021-2022.	The Corporation secretarial fee to ₹ Rs. 1,7

Affirmation			
Sr No	Regulation	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	No	The gap between two Board Meeting shall not exceed 120 days, However, there was a gap of 124 days between Board Meeting held on 17th February, 2022 and 22nd June, 2022.
2	Adoption and timely updation of the Policies		
(a)	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	NA
(b)	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	NA
3	Maintenance and disclosures on Website		
(a)	The Listed entity is maintaining a functional website	Yes	NA
(b)	Timely dissemination of the documents/ information under a separate section on the website	Yes	NA
(c)	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	NA
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	NA
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	NA
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	NA
8	Related Party Transactions		
(a)	The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	NA
(b)	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	NA
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	There was a delay in intimation of Change in Management wherein there was a Completion of Tenure of 2 Independent Directors which was intimated later than 24 hours.
10	Prohibition of Insider Trading: The listed entity is in compliance with	Yes	NA

	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12	Additional Non-compliances, if any: No of any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		
1	SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015	No	<p>(a) As per Regulation 17(1)(c) The Composition of Board of Directors should be 6. The tenure of Mr. Binod Chandra Maharana and Ms. Manisha Juvekar has been completed on 16th March, 2023 and due to such completion the composition of Board of Directors has fallen below 6. (b) As per Regulation 33(3)(d) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; Every Listed Company should conduct a Board Meeting within 60 days of end of the Financial Year. However, the Board Meeting for end of the Financial Year 2021-22 was conducted on 22nd June, 2022. (c) As per Regulation 33(3)(a) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; Every Listed Company should conduct a Board Meeting within 45 days from the end of the Quarter. However, the board Meeting for the Quarter ended 30th September, 2022 was conducted on 28th November, 2022. (d) As per Regulation 19 (b) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015; All directors of the Nomination and Remuneration Committee shall be non-executive directors. The Member of the Nomination and Remuneration Committee includes Mr. Chandran Krishnamoorthy who is an Executive Director. (e) 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 dematerialized form, however only 90.03% of the total Shareholding of the Promoters is in dematerialized Form. (f) As per Regulation 18(2)(b) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. However, there was a gap of 133 days between Board Meeting held on 08th February, 2022 and 22nd June, 2022</p>

