

**Wanbury Limited**

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6th October, 2017

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

Dear Sir,


Sub: Compliance with Regulation 27(2) of the Listing Regulations for the quarter and half year ended on 30th September, 2017.

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 and half year ended on 30th September, 2017.

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, 2017**

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* (in years)	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	AAEPK2338P 00005868	Chairperson - Executive	01.09.05	N.A.	1	1	Nil
Mr. N. K. Puri	AEDPP2905C 00002226	Independent Director	23.03.15	2.6	1	1	1
Mr. S. K. Bhattacharyya	AAFPB9459D 01924770	Independent Director	23.03.15	2.6	3	1	2
Mr. Divakar Kaza	ABLPK6773C 01307279	Independent Director	30.05.17	N.A	1	1	Nil
Ms. Poonam Arya Bharti	AHVPB1401A 01165995	Independent Director	30.05.17	N.A	1	1	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. Bhattacharyya 3. Mr. Divakar Kaza 4. Ms. Poonam Arya Bharti 5. Mr. K. Chandran	Chairperson/Independent Independent Independent Independent Executive



2. Nomination & Remuneration Committee	1. Mr. Divakar Kaza 2. Mr. N. K. Puri 3. Mr. S. K. Bhattacharyya 4. Ms. Poonam Arya Bharti 5. Mr. K. Chandran	Chairperson/Independent Independent Independent Independent Executive
3. Stakeholders Relationship Committee	1. Mr. S. K. Bhattacharyya 2. Mr. N. K. Puri 3. Mr. Divakar Kaza 4. Ms. Poonam Arya Bharti 5. Mr. K. Chandran	Chairperson/Independent Independent Independent Independent Executive
4. Risk Management Committee (if applicable)	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharyya 3. Mr. Divakar Kaza 4. Ms. Poonam Arya Bharti 5. Mr. K. Chandran	Chairperson/Independent 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)
30.05.2017	11.09.2017	103 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*
1. Audit Committee:			
11.09.2017	Yes	30.05.2017	103 days
2. Stakeholders Relationship Committee:			
11.09.2017	Yes	30.05.2017	103 days
3. Nomination & Remuneration Committee:			
11.09.2017	Yes	30.05.2017	103 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	Yes
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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**

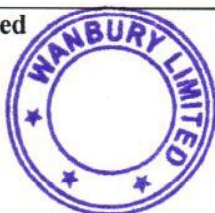
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**

ANNEXURE III
Affirmations:

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes <i>(Business Responsibility Report is not applicable)</i>
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

For Wanbury Limited


Jitendra J. Gandhi
 Company Secretary



6th October, 2017, Navi Mumbai,