

**Wanbury Limited**

**Regd. Office :** BSEL Tech Park, B-wing  
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CIN L51900MH1988PLC048455  
Email : info@wanbury.com  
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4<sup>th</sup> April, 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 ended on 31<sup>st</sup> March, 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 ended on 31<sup>st</sup> March, 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 : **31<sup>st</sup> March, 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*	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	2	Nil
Mr. N. K. Puri	AEDPP2905C 00002226	Independent	23.03.15	2	1	1	1
Mr. S. K. Bhattacharyya	AAFPB9459D 01924770	Independent	23.03.15	2	3	3	2

\$ 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. K. Chandran	Chairperson/Independent Independent Executive
2. Nomination & Remuneration Committee	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharyya	Chairperson/Independent Independent
3. Risk Management Committee (if applicable)	1. Mr. N. K. Puri 2. Mr. S. K. Bhattacharyya 3. Mr. K. Chandran	Chairperson/Independent Independent Executive



4. Stakeholders Relationship Committee	1. Mr. S. K. Bhattacharyya 2. Mr. N. K. Puri 3. Mr. K. Chandran	Chairperson/Independent Independent Executive
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& 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)
29.11.2016	14.02.2017	76 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>			
14.02.2017	Yes	29.11.2016	76 days
<b>2. Stakeholders Relationship Committee:</b>			
14.02.2017	Yes	29.11.2016	76 days
<b>3. Nomination &amp; Remuneration Committee:</b>			
14.02.2017	Yes	29.11.2016	76 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:

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
  - 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. Gandhi**  
Company Secretary



*4<sup>th</sup> April, 2017, Navi Mumbai,*


## ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)</b>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial result		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Yes
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	No
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes

Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

**For Wanbury Limited**

  
**Jitendra J. Gandhi**  
 Company Secretary



4th April, 2017, Navi Mumbai,