



Practising Company Secretary & Insolvency Professional (IBBI/IPA-002/IP-N00841/2019-2020/12734)
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Secretarial Compliance Report of Wanbury Limited for the financial year ended 31st March, 2026

I **Kala Agarwal, Practicing Company Secretary** 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) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March, 2026 ("Review Period") 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 SEBI;

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 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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021



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(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

(i) other regulations as applicable;

and circulars/ guidelines issued thereunder; and based on the above examination; I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circular/guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	Submission of Shareholding Pattern within Prescribed timeline	Regulation 31 of SEBI (Listing Obligations and Disclosures) Regulations, 2015 with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CI R/P/0155 dated November	Delay in Submission of Shareholding Pattern for the quarter ended 30 th September, 2025	BSE Limited	Monetary Penalty (Fine)	Delay in submission of shareholding pattern within prescribed period	42,480 (incl. GST)	The Company delayed submission of shareholding pattern for the said quarter. Fine was levied by BSE as per SEBI SOP circular.	The Company has subsequently complied and remitted the fine on 27 November 2025 via NEFT.	The non-compliance has been regularized; no further action pending



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation /Remarks of the Practicing Company Secretary (PCS)	Observations made in the Secretarial Compliance report for the year ended March 31, 2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial action, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Company is in the process of dematerialising all the holdings of Promoters in demat form.	Observations made in the secretarial compliance report for the year ended March 31, 2025: Company is in the process of dematerialising all the holdings of Promoters in demat form.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Only 76.74% of the Promoter's Shareholding is in dematerialised Form	The Company has dematerialised the shares of the Promoter & Promoter Group.	None
2.	The Company had paid the fine as instructed by the Stock Exchanges. Further, the Company has Complied with the Regulation w.e.f. 08th January 2025.	Observations made in the secretarial compliance report for the year ended March 31, 2025: The Company had paid the fine as instructed by the Stock Exchanges. Further, the Company has Complied with	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The terms of Mr. Narinder Kumar Puri Non- Executive –Independent Director Ms. Pallavi Prakash Shedge, Non- Executive Independent Director of the Company, and Mr. Pravin Dilip Pawar Non- Executive –Independent	The company conducted a Board Meeting on January 8, 2025 for appointment of Mr. Manoj Khubchand Gursahani and Pallavur Sankar Dass Vaidyanathan both Non- executive Independent	The Company has subsequently complied with the requirement of composition of Board of Directors which was failed below 6.



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		the Regulation w.e.f. 08th January 2025.		<p>Director completed on March 31, 2024, February 13, 2024 and November 17, 2024 respectively. Due to such reasons the composition of Board of Directors had fallen below 6. The Company restored the required composition by appointing Mr. Mridul S. Mehta as Non-Executive Independent Director w.e.f. August 12, 2024, and Mr. Manojkumar Khubchand Gursahani and Mr. Pallavur Sankar Dass Vaidyanathan were both appointed as Non-Executive Independent Directors effective January 08, 2025. The above situation also had consequences on the composition of the</p>	<p>Director for complying with the requirement of composition of Board of Directors.</p>	
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				Committees of the Board. Fine of Rs. 3799600/- imposed by Stock Exchange.		
3.	The Company had paid the fine as instructed by the Stock Exchanges. Further, The Company was in search of the suitable candidate for the position of Non-executive Independent Director.	Observations made in the secretarial compliance report for the year ended March 31, 2025: The Company had paid the fine as instructed by the Stock Exchanges. Further, The Company was in search of the suitable candidate for the position of Non-executive Independent Director.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Audit Committee Comprised of only 2 Directors. Whereas it was required to appoint at-least 3 directors in the Composition of Audit Committee. The Company has paid a fine of Rs. 335120/- imposed by Stock Exchange	It is properly constituted and Company has Complied.	The Company had paid the fine as instructed by the Stock Exchanges. Further, the Company has Complied with the regulation w.e.f. 11th November 2023. The Company was in search of the suitable candidate for the position of non-executive Independent Director.
4.	The Company had paid the fine as instructed by the Stock Exchanges. Further, the Company has Complied with the regulation w.e.f. 08th January, 2025.	Observations made in the secretarial compliance report for the year ended March 31, 2025: The Company had paid the fine as instructed by the Stock Exchanges. Further, the Company has	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Committee Comprised of only 2 Directors. Subsequently, Mr. Mridul S. Mehta, a Non-Executive Independent Director, was appointed as a member of the Committee effective August 12,	The company conducted a Nomination and Remuneration Committee Meeting on January 8, 2025 for appointment of Mr. Manoj Khubchand Gursahani and Pallavur Sankar Dass	The Company has subsequently complied with the requirement of composition of Nomination and Remuneration Committee



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		Complied with the regulation w.e.f. 08th January, 2025.		<p>2024. Therefore, the Company was in compliance until November 17, 2024, when Mr. Pravin Dilip Pawar resigned, reducing the total number of committee members to 2. However, the Company returned to compliance with the regulation starting January 8, 2025, after Mr. Manojkumar Khubchand Gursahani and Mr. Pallavur Sankar Dass Vaidyanathan were appointed as Non-Executive Independent Directors to the Committee.</p> <p>The Company has paid a fine of Rs. 1057280/- imposed by Stock Exchange</p>	Vaidyanathan both Non-executive Independent Director for complying with the requirement of composition of Nomination and Remuneration Committee.	
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(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:



Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	YES	N.A.
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	YES	N.A.
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	YES	N.A.
4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	N.A.



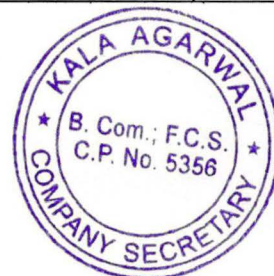
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5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>a) Identification of material subsidiary companies.</p> <p>b) Disclosure requirement of material as well as other subsidiaries.</p>	N.A.	N.A.
6.	<p>Preservation of Documents:</p> <p>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.</p>	YES	N.A.
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	N.A.
8.	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>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.</p>	YES	N.A.
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	N.A.



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10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	N.A.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>Penalty was imposed 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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	YES	<p>There was a delay in submission of Shareholding Pattern for the quarter ended 30th September, 2025 as per Regulation 31 of SEBI (LODR) Regulations, 2015. Which was subsequently complied and imposed fine has been paid to the BSE Limited by NEFT on 27th November, 2025.</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A	<p>There has been no resignation of statutory auditors from the listed entity, further the Company does not have any material Subsidiaries during the period under review .</p>
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	NIL	<p>No additional Non-Compliances during the period under review.</p>



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We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. **Not Applicable.**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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Kala Agarwal
Practicing Company Secretary
UDIN: F005976H000195561
FCS No.: 5976
CP No.: 5356



Place: Mumbai
Date: 24th April, 2026