

WANBURY LIMITED

CIN: L51900MH1988PLC048455

Regd. Office: BSEL Tech Park, B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703.
Tel.: 91 22 67942222, **Fax:** 91 22 67942111/333, **Email:** shares@wanbury.com **Website:** www.wanbury.com

POSTAL BALLOT FORM

Serial No. _____

1. Name of the Member(s) including joint-holders, if any : _____

2. Registered address of the sole/first named Member : _____

3. Registered Folio No. /DP ID No. & Client ID No. : _____
 (Applicable to the Members holding shares in dematerialised form)

4. No. of shares held : _____

I/We hereby exercise my/our vote in respect of the Resolution/s to be passed by way of postal ballot/e-voting for the business stated in the notice of the Company by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of shares held for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to consider and accord approval to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the company under section 180(1)(a) of the companies act, 2013.			
2.	Special Resolution to borrow in excess of the paid-up capital and free reserves of the company under section 180(1)(c) of the Companies Act, 2013.			
3.	Ordinary Resolution to consider and accord approval for the appointment (regularisation) of Ms. Pallavi Shedge (DIN: 08356412) as Non-Executive Independent Woman Director of the Company.			
4.	Ordinary Resolution to consider and accord approval for re-appointment of Mr. N. K. Puri (DIN: 00002226) for a further term of five (5) years as a Non-Executive Independent Director of the company.			
5.	Ordinary Resolution to consider and accord approval for re-appointment of Mr. S. K. Bhattacharyya (DIN: 01924770) for a further term of five (5) years as a Non-Executive Independent Director of the company.			
6.	Special Resolution to consider and approve the continuation of the Directorship of Mr. N. K. Puri (DIN: 00002226), Non-Executive Independent Director who has attained the age of seventy-five (75) years.			

Place: _____

Date: _____

 (Signature of the Member
 (As per specimen signature registered with the Company))

Note: Please read carefully the instructions printed overleaf before exercising the vote.

E-Voting Particulars

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by Scrutinizer is **22nd March, 2019.**

INSTRUCTIONS FOR VOTING IN PHYSICAL POSTAL BALLOT FORM:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company/ Registrar and Share Transfer Agent or Depository Participants, in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form together with duly attested specimen signature (s) of the authorised signatories. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. The Postal Ballot Form shall be considered invalid, if:
 - a) A form other than one issued by the Company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the Postal Ballot Form does not match with the specimen signature registered with the Company/Registrar and Share Transfer Agent;
 - d) It is not possible to determine without any doubt the assent or dissent of the Members;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member(s);
 - g) The envelope containing the Postal Ballot Form is received after **22nd March, 2019** (i.e. 05:00 P.M.);
 - h) The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the Board Resolution/the relevant specific authority;
 - i) It is unsigned, incomplete or incorrect.
6. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
7. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Ms. Kala Agarwal, Practicing Company Secretary (C.P. No. 5356), appointed by the Company so as to reach her not later than the close of working hours on or before **22nd March, 2019** (i.e. 05:00 P.M.) at the Company's Registered Office at BSEL Tech Park, B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. A Member can apply for duplicate Postal Ballot Form through an email at jitendra.gandhi@wanbury.com. if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before **22nd March, 2019** (i.e. 05:00 P.M.). For any clarification(s), please write to Company's Registrar and Share Transfer Agent- M/s. Link Intime India Private Limited, Safed Pool, Andheri - Kurla Road, Andheri (East), Mumbai – 400 072, India or by sending email at evoting@sharexindia.com or contact on 91-22-28516338.
9. The right of voting by Postal Ballot shall not be exercised by proxy.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil)
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. **15th February, 2019**
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of evoting is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the Members can opt **ONLY ONE MODE OF VOTING**, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
16. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be displayed on the Company's website at www.wanbury.com for information of the Members, besides being communicated to the Stock Exchange(s) on which the shares of the Company are listed.