



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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Wanbury Limited ("the Company"), pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, ("SEBI ICDR Regulations") including any statutory modification or re-enactment thereof for the time being in force), and Secretarial Standard-2 ("SS-2") and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members by way of postal ballot / electronic voting (e-voting). The explanatory statement under Section 102(1) pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with Postal Ballot Form for your consideration and voting.

The Board of Directors of the Company (the "Board") has appointed Ms. Kala Agarwal Practicing Company Secretary (C.P. No.5356) as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on 18th October, 2019 ("Cut-off Date") in the Register of Members/List of Beneficial Owners and as received from M/s. Sharex Dynamic India Private Limited ("Sharex"), the Registrar and Share Transfer Agent of the Company.

The members holding Equity Shares of the Company have the option to vote either by Postal Ballot or through remote e-voting. The Members are requested to carefully read the instructions printed in the Postal Ballot Form, record their assent (For) or dissent (Against) therein by filling necessary details and affixing their signature at the designated place in the Postal Ballot Form and return the same in original duly completed in all respect in the enclosed self-addressed, pre-paid postage Business Reply Envelope so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours i.e. not later than 5:00 P.M. on Friday, 29th November, 2019. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit her report to the Chairperson or to any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before 1st December, 2019 and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.wanbury.com

RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUE AND ALLOTMENT OF 12,50,000 EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (EARC) AS A TRUSTEE OF EARC TRUST SC 145 AS A PART OF RESTRUCTURING OF THE DEBT AS PER SEBI ICDR REGULATION AS AMENDED FROM TIME TO TIME :

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Section 42, Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory modifications, amendment or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and Listing Agreement entered into by the Company with the stock exchanges, where the securities of the Company are listed and in accordance with the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be accepted by the Board of Directors of the Company (herein referred to as “Board”, which term shall include any duly constituted and authorized committee thereof, which the Board may constitute to exercise its powers) and subject to any alterations, modifications, corrections, changes and variations that may be decided by the Board in their discretion, consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches on preferential basis upto 12,50,000 equity shares of Rs.10/- each (Rupees Ten only) at a price of Rs.13.18/- per equity share (inclusive of premium of Rs.3.18/- per equity share),calculated as per Regulation 165 of the SEBI ICDR Regulations, to the following allottee being Non-Promoters of the Company on preferential basis (hereinafter referred to as “Preferential Issue of Shares”), pursuant to Restructuring of Debt on such terms and conditions and in such manner as may be mutually agreed between M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 and the Board of Directors of the Company:

Sr. No.	Name of the Allottee	No. of Shares	Category
1.	M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145	12,50,000	Non Promoter (Indian Public)
	Total	12,50,000	

FURTHER RESOLVED THAT the Preferential Issue of the Equity Shares to the EARC pursuant to Restructuring of Debt, be inter alia on the following terms and conditions:-

- i. the equity shares to be so offered and allotted to the aforesaid allottee shall only be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ii. the equity shares to be issued, shall rank pari passu with the existing equity shares of the Company in all respects including as to dividend and be listed on the stock exchanges, where the equity shares of the Company are currently listed;
- iii. the pricing of the Equity Shares allotted will be in accordance with the Regulation 165 of the SEBI ICDR Regulations and the ‘Relevant Date’ shall be 30th October, 2019, being the date 30 days prior to the date of completion of this Postal Ballot i.e. 29th November, 2019;
- iv. the equity shares to be issued shall be subject to a lock-in for such period from the date of their allotment as provided and pursuant to the provisions of SEBI ICDR Regulations as amended up to date.

- v. As required under Regulation 163 of the SEBI ICDR Regulations, the Company will complete the allotment of Equity Shares within a period of Fifteen (15) days from the date of passing of the Special Resolution by the Members or where the allotment on preferential basis requires any approval by any Regulatory Authorities or Central Government, the allotment of shares will be completed within a period of Fifteen (15) days from the date of such approval.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised persons of the Company and generally to do all such acts, deeds, things and matters as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

FURTHER RESOLVED THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised persons of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:

BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 6794 2222
Fax: 91 22 6794 2111/333
Email: shares@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Navi Mumbai, 22nd October, 2019

NOTES:

1. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 18th October, 2019 ("Cut-off date"). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 18th October, 2019 will be considered for the purpose of voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
4. Resolutions passed by the Members by way of postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Members who have not received the postal ballot form may apply to the Company to obtain duplicate form. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to jitendra.gandhi@wanbury.com. The Registrar and Share Transfer Agent / Company shall forward the same along with Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 18th October, 2019 ("Cut-off date"). The postal ballot period commences on 31st October, 2019 from 09:00 A.M. and ends on 29th November, 2019 at 05:00 P.M.
8. The postage will be borne and paid by the Company, however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 05:00 P.M.) on 29th November, 2019. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 05:00 P.M. on 29th November, 2019, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit her report to the Chairperson or any authorized person after the completion of scrutiny, and the result of the postal ballot will be announced by the Chairperson or any authorized person of the Company duly authorized, on or before 1st December, 2019 at the Registered office of the Company and will also be displayed on the Company's website at www.wanbury.com and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

Voting through electronic means

14. In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 and Sections 108, 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and SS-2 as amended from time to time, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to all its Members. The instructions for e-voting are as follows:
- (i) The e-voting period begins on 31st October, 2019 at 9:00 A.M. and ends on 29th November, 2019 at 5:00 P.M. During this period Shareholders’ of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 18th October, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Wanbury Limited on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUE AND ALLOTMENT OF 12,50,000 EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (EARC) AS A TRUSTEE OF EARC TRUST SC 145 AS A PART OF RESTRUCTURING OF THE DEBT AS PER SEBI ICDR REGULATION AS AMENDED FROM TIME TO TIME:

The special resolution as mentioned under Item No.1 of the Notice, have been proposed pursuant to the provisions of Section 42 and Section 62 of the Companies Act, 2013 read with applicable rules to it and Chapter V of SEBI ICDR Regulations to issue and allot the below-mentioned securities to "M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145" being an entity belonging to Non-Promoter Group category on preferential basis (hereinafter referred to as "Preferential Issue of Shares"), at a price of Rs. 13.18/- per equity share (inclusive of premium of Rs. 3.18/- per equity share), calculated as per Regulation 165 of the SEBI ICDR Regulations, pursuant to Restructuring of Debt on such terms and conditions and in such manner as may be mutually agreed between EARC and the Board of Directors of the Company:

- Upto 12,50,000 equity shares of Rs.10/- each;

The said proposal has been considered and approved by the Board on 22nd October, 2019.

The present resolution is proposed to be passed in order to enable the Board of Directors to make the Preferential Issue to Non- Promoters of the Company.

It may be noted that as per Section 42 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Section 62 read with rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI ICDR Regulations, it is necessary to disclose the details of allottee and certain other matters to the shareholders of the Company, while seeking their approval for issuing the equity shares on preferential basis. Hence, the relevant disclosures/details are given below:

1. OBJECTS OF THE PREFERENTIAL ISSUE:

The Board in its meeting held on 22nd October, 2019, subject to the approval of shareholders, propose to issue equity shares to the Allottee pursuant to Restructuring of Debt on such terms and conditions and in such manner as may be mutually agreed, to reduce the overall debt of the Company so that the Company is able to run its operations viably.

Hence the Board recommends the preferential issue of the Equity shares to the EARC (allottee).

2. MAXIMUM NUMBER OF SHARES AND PRICING OF PREFERENTIAL ISSUE:

It is proposed to issue and allot in aggregate and upto 12,50,000 (Twelve Lakhs Fifty Thousand) Equity Shares at a price of Rs. 13.18/- per equity share (inclusive of premium of Rs. 3.18/- per equity share), calculated as per Regulation 165 of the SEBI ICDR Regulations, pursuant to Restructuring of Debt on such terms and conditions and in such manner as may be mutually agreed to the Proposed Allottee i.e. EARC.

3. PRICING OF THE EQUITY SHARES:

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are infrequently traded in accordance with Regulation 164 (5) of the SEBI ICDR Regulations. Hence in accordance with Regulation 165 of the SEBI ICDR Regulations a valuation report dated 22nd October, 2019 has been obtained from an independent registered valuer. The valuation is based on valuation parameters such as book value, comparable trading multiples, and such other parameters as are customary for valuations.

4. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF THE REGISTERED VALUER:

As per report of the Registered Valuer Mr. Prashant Jain, the value of the equity shares has been arrived at Rs.13.18/- per equity share. Hence, the shares are being issued at Rs.13.18/- per equity share.

5. NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION:

Name : Mr. Prashant Jain
Address : A-501, Shanti Heights, Plot no, 2,3,9B/10 , Sector 11, Koparkharine,
Navi Mumbai, Maharashtra - 400709
IBBI Reg. No. : IBBI/RV/06/2018/10138

6. AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SUCH SECURITIES:

Not Applicable since preferential issue is other than cash basis.

7. MATERIAL TERMS OF RAISING SUCH SECURITIES:

Material terms of issue of equity shares – As specifically enumerated in the resolution

8. PRINCIPAL TERMS OF ASSETS CHARGED:

Not applicable

9. RELEVANT DATE:

The “Relevant Date” in accordance with SEBI ICDR Regulations would be 30th October, 2019, the date 30 days prior to the date of this Postal Ballot shall be considered as the Relevant Date for the purpose of above mentioned issue of Equity Shares.

10. THE SHAREHOLDING PATTERN OF THE COMPANY BEFORE THE PROPOSED ISSUE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES IS AS FOLLOWS:

Shareholders Category	Pre Issue (As on 18 th October 2019)		Allotment of Equity Shares	Post Issue*	
	Number of shares held	%		No. of shares	Number of shares held
A. PROMOTERS AND PROMOTER GROUP HOLDING					
Indian:					
Individual	-	-	-	-	-
Body Corporate					
Expert Chemicals (India) Pvt. Ltd.	1,00,05,561	42.18	-	1,00,05,561	40.07
Foreign:					
Kingsbury Investment Inc.	30,24,000	12.75	-	30,24,000	12.11
Total Shareholding of Promoter and Promoter Group (A)	1,30,29,561	54.93	-	1,30,29,561	52.18
B. NON-PROMOTER HOLDING					
a. Institutions					
(i) Mutual Fund	66	0.00	-	66	0.00
(ii) Financial institutions/bank	3,473	0.01	-	3,473	0.01
(iii) Insurance Companies	5,32,399	2.24	-	5,32,399	2.13
Sub Total (a)	5,35,938	2.26	-	5,35,938	2.15
b. Non-Institutional (Others)					
(i) Others including NRIs/OCBs	27,02,435	11.39	-	27,02,435	10.82
(ii) Clearing Members	30,464	0.13	-	30,464	0.12
M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145	5,00,000	2.11	12,50,000	17,50,000	7.01
(iii) Individual –	51,75,193	21.82	-	51,75,193	20.73
(i) Individual Shareholder holding nominal share capital up to Rs. 2,00,000.					
(ii) Individual Shareholder holding nominal share capital in excess of Rs. 2,00,000.	17,46,526	7.36	-	17,46,526	6.99
Sub Total (b)	1,01,54,618	42.81	-	1,14,04,618	45.67
Total Public Shareholding (B)	1,06,90,556	45.07	-	1,19,40,556	47.82
TOTAL – (A + B)	2,37,20,117	100.00	-	2,49,70,117	100.00

11. INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:

The present Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and None of the promoters, directors or Key Managerial Personnel intends to subscribe to the proposed preferential offer.

12. TIME FRAME / PROPOSED TIME WITHIN WHICH ALLOTMENT OF PREFERENTIAL ISSUE WILL BE COMPLETED:

As required under Regulation 163 of the SEBI ICDR Regulations, the Company will complete the allotment of Equity Shares within a period of **Fifteen (15) days** from the date of passing of the Special Resolution by the Members or where the allotment on preferential basis requires any approval by any Regulatory Authorities or Central Government, the allotment of shares will be completed within a period of **Fifteen (15) days** from the date of such approval.

13. CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares. The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed preferential allotment. As a result of this preferential allotment, there shall be no changes in the Board of Directors of the Company.

14. NO. OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:

During the period from 1st April, 2019 till date of notice of this Postal Ballot, the Company has not made any preferential allotment.

15. VALUATION FOR CONSIDERATION OTHER THAN CASH:

The Company has obtain the Valuation report dated 22nd October, 2019 by Mr. Prashant Jain baring IBBI Reg. No. IBBI/RV/06/2018/10138, the registered valuer as per the provisions of SEBI ICDR Regulations and Companies Act 2013.

16. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:

This is not applicable in the present case since the Company being a listed Company, the pricing is in term of Regulation 165 of SEBI ICDR Regulations. Further, the proposed allotment of equity shares is pursuant to Restructuring of Debt to the proposed allottee i.e. to EARC.

17. LOCK-IN PERIOD:

The equity shares to be issued on preferential basis to the Non- Promoter Group shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations, as amended from time to time. Further, pursuant to Regulation 167(6) of the SEBI ICDR Regulations, the entire pre-preferential shareholding of the allottee, if any, shall be locked-in from the Relevant Date up to a period of six month from the date of trading approval granted by the Stock Exchanges.

18. LISTING:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued pursuant to Restructuring of Debt. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

19. AUDITORS' CERTIFICATE:

The Certificate being issued by M/s. V. Parekh & Associates, Chartered Accountants, Mumbai, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, upto the date of this Postal Ballot.

20. UNDERTAKING TO RE-COMPUTE THE PRICE, IF REQUIRED:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations, In case it is required to do so.

21. UNDERTAKING TO PUT EQUITY SHARES UNDER LOCK-IN TILL THE RE-COMPUTED PRICE IS PAID, IF REQUIRED:

Not Applicable.

22. OTHER DISCLOSURES / UNDERTAKINGS:

- i. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- ii. The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date.

23. IDENTITY OF PROPOSED ALLOTTEE (INCLUDING NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF EQUITY SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL), THE PERCENTAGE (%) OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM AND CHANGE IN CONTROL, IF ANY, CONSEQUENT TO THE PREFERENTIAL ISSUE:

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner/s	Pre-Issue no. of Equity Shares / Preferential Shares	(%) of Pre-preferential Issue Capital	Number of Equity Shares allotted	Post-Issue no. of Equity Shares / Preferential Shares	(%) of Post Preferential Issue Capital
1	M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145	Non-Promoter	M/s. Edelweiss Financial Services Limited (EFSL which is a listed company)	5,00,000	2.11%	12,50,000	17,50,000	7.01%

The Beneficial Owner in case of Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 is M/s. Edelweiss Financial Services Limited (EFSL) which is a listed company and hence no further disclosure if required.

As it is proposed to issue Equity Shares on Preferential basis pursuant to Restructuring of Debt, Special Resolution at Item No. 1 is required to be approved by the Members pursuant to the Provisions of Section 42 and Section 62 of the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations as amended.

None of the Directors, Key Managerial Personnel & their Relatives are in any way, concerned or interested financially or otherwise in the said resolution.

In view of above, you are requested to grant your consent to the passing of Special Resolution contained in Item No. 1 as set out in Postal Ballot Notice dated 22nd October, 2019.

Registered Office:

BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 67942222
Fax: 91 22 67942111/333
Email: shares@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Navi Mumbai, 22nd October, 2019

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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 which cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to consider and approve the issue and allotment of 12,50,000 equity shares on preferential basis to M/s. Edelweiss Asset Reconstruction Company Limited (EARC) as a trustee of EARC Trust SC 145 as a part of restructuring of the debt as per SEBI ICDR Regulation as amended from time to time.			

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

(Electronic Number)	EVSN Voting Sequence	USER ID	PASSWORD

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote. Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9.00 a.m. on Thursday, 31st October 2019	Up to 5.00 p.m. on Friday, 29th November 2019

2. Last day for the receipt of Postal Ballot Forms by Scrutinizer is 29th November, 2019.
3. The voting will not be allowed beyond 5.00 p.m. (IST) on Friday, 29th November 2019 and the e-voting shall be disabled by M/s. Sharex Dynamic India Private Limited (Sharex) upon expiry of the aforesaid date and time.

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 **29th November, 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 **29th November, 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 **29th November, 2019** (i.e. 05:00 P.M.). For any clarification(s), please write to Company's Registrar and Share Transfer Agent- M/s. Sharex Dynamic (India) Private Limited, C – 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083. Tel: 022 28515606/5644 Email Id : support@sharexindia.com
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. **18th October, 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.