



## Wanbury Limited

Regd. office.: BSEL Tech Park, B-Wing, 10<sup>th</sup> Floor, Sector 30-A,  
Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, India.  
Tel : +91-22-67942222 Fax : +91-22-67942111/333 CIN : L51900MH1988PLC048455  
E-mail : shares@wanbury.com Website: www.wanbury.com

### NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Wanbury Limited (the “Company”) will be held on **Saturday, 20<sup>th</sup> day of March, 2021** at 11:30 A.M. through **Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following business, with or without modifications. The venue of the meeting shall be deemed to be the registered office address of the Company at “BSEL Tech Park, B-Wing, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, Maharashtra, India”.

#### **SPECIAL BUSINESS:**

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

#### **Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association**

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any statutory amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 20,00,000 (Twenty Lakhs) preference shares of Rs.100/- (Rupees One Hundred only) each be and is hereby reclassified to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each.”

**FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*“V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each, with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.”*

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

#### **Issue and allotment of Equity Shares on Preferential Basis**

“**RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“**SEBI LODR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**SEBI Takeover Regulations**”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“**SEBI**”) and/ or BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“**Board**”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, upto 76,15,381 equity shares of face value Rs. 10/- each (“**Equity Shares**”) for cash at a price of Rs. 65/- per Equity Share (including a premium of Rs. 55/- per Equity Share), for a total consideration of upto Rs. 49,49,99,765/- (Rupees Forty Nine Crores Forty Nine Lakhs Ninety Nine Thousand Seven Hundred and Sixty Five only), determined in accordance with Chapter V of the SEBI ICDR Regulations and subsequent amendments thereto, to the below-mentioned persons (“**Proposed Allottee(s)**”) in the manner as provided below:

Sr. No.	Name of the Investors	Category	No. of Equity Shares (upto)	Consideration (in Rs.) (upto)
1	Mr. Vijay K Choraria jointly with Ms. Sunita Vijay Choraria	Public	9,23,077	600,00,005
2	Bakliwal Fincom Pvt Ltd	Public	9,23,077	600,00,005
3	Mr. Suresh Bhatia	Public	7,69,230	499,99,950
4	Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra	Public	3,84,615	249,99,975
5	Radhakrishna Ramnarain Private Limited	Public	3,07,693	200,00,045
6	Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire	Public	3,07,692	199,99,980
7	Niche Financial Services Pvt Ltd	Public	1,53,846	99,99,990
8	Ms. Meghal Bakulesh Shah	Public	1,53,846	99,99,990
9	Dalal & Broacha Stock Broking Private Limited	Public	3,07,692	199,99,980
10	Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal	Public	1,53,846	99,99,990
11	Vidyut Merchandise Pvt. Ltd	Public	3,07,692	199,99,980
12	Ms. Parul Gandhi jointly with Mr. Hemang Gandhi	Public	76,923	49,99,995
13	Mr. Ajay Dilkush Sarupria	Public	1,53,846	99,99,990
14	Mr. Ashish Kumar	Public	76,923	49,99,995
15	East Eight Six Advisors LLP	Public	4,61,538	2,99,99,970
16	Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah	Public	3,07,692	199,99,980
17	Ms. Elizabeth Mathew	Public	18,46,153	11,99,99,945
	<b>Total (upto)</b>		<b>76,15,381</b>	<b>49,49,99,765</b>

**FURTHER RESOLVED THAT** in accordance with the provision of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Thursday, 18<sup>th</sup> February, 2021 being the weekday thirty (30) days prior to the date of Extra-Ordinary General Meeting.

**FURTHER RESLOVED THAT** all such Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Proposed Allottee(s) be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form PAS-4 be issued to the Proposed Allottee(s) inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Proposed Allottee(s) inviting them to subscribe to the Equity Shares.

**FURTHER RESOLVED THAT** the Proposed Allottee(s) of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof and the monies received by the Company from the Proposed Allottee(s) for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

**FURTHER RESOLVED THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only and the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

**FURTHER RESOLVED THAT** the pre-preferential shareholding of the Proposed Allottee(s), if any, shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of the SEBI LODR Regulations and SEBI ICDR Regulations and other applicable guidelines, rules and regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint consultants, professional advisors and legal advisors etc. to give effect to the aforesaid resolution.

**FURTHER RESOLVED THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

BSEL Tech Park, B - Wing,  
10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi,  
Navi Mumbai – 400 703, Maharashtra, India.  
Tel.: 91 22 67942222  
Fax: 91 22 67942111/333  
Email: [shares@wanbury.com](mailto:shares@wanbury.com)  
Website: [www.wanbury.com](http://www.wanbury.com)  
CIN: L51900MH1988PLC048455

By Order of the Board of Directors  
**For Wanbury Limited**

**Jitendra J. Gandhi**  
Company Secretary

Vashi, Navi Mumbai, 20<sup>th</sup> February, 2021

## NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended, setting out the material facts in respect of the Special Business as per **Item Nos. 1 & 2** herein above, is annexed hereto and forms part of this Notice.
2. Pursuant to Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 (“**MCA Circulars**”) issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “**the Circulars**”), companies are allowed to hold Extra-Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of members at a common venue in view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company’s website [www.wanbury.com](http://www.wanbury.com)
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/ OAVM and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI,etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to [shares@wanbury.com](mailto:shares@wanbury.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) at least 48 hours before the commencement of EGM.
5. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. 20<sup>th</sup> March, 2021. Members seeking to inspect such documents can send an email to [shares@wanbury.com](mailto:shares@wanbury.com).
6. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
7. The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company’s **Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, Telephone No.: +91-22-2851 6338, 2851 5606/5644, E-mail:[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)** respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.
8. Since the EGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.
9. Members holding shares in physical mode:
  - a. are required to submit their Permanent Account Number (PAN) and Bank account details in letter enclosed to the Company / M/s. Link Intime India Pvt. Ltd, if not registered with the Company as mandated by SEBI.
  - b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company’s website at [www.wanbury.com](http://www.wanbury.com).
  - c. are requested to register / update their e-mail address with the Company/ M/s. Link Intime India Pvt. Ltd for receiving all communications from the Company electronically.
10. Members holding shares in electronic mode:
  - a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - b. are advised to contact their respective DPs for registering the nomination.
  - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
11. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations, the Company has provided remote e-voting facility to its shareholders in respect of all the business as per **Item Nos. 1 to 2** herein above.

12. **Process and manner for Members opting for Remote e-voting and e-voting during EGM are as under:**

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the MCA Circulars issued by the Ministry of Corporate Affairs (MCA). The EGM will thus be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the EGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- iii. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at [www.wanbury.com](http://www.wanbury.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
- vii. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **Wednesday, 17<sup>th</sup> March, 2021 at 09:00 A.M. and ends on Friday, 19<sup>th</sup> March, 2021 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 13<sup>th</sup> March, 2021 (Record Date)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders): <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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: <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Wanbury Limited**.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. [shares@wanbury.com](mailto:shares@wanbury.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@wanbury.com](mailto:shares@wanbury.com) or [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in).
- b. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-8 digit DPID+ CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shares@wanbury.com](mailto:shares@wanbury.com) or [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in).
- c. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

- a. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [shares@wanbury.com](mailto:shares@wanbury.com). The Shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [shares@wanbury.com](mailto:shares@wanbury.com). These queries will be replied to shareholders by the Company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolution/s through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A-Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43.**

13. The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary (Membership No. 5976 & Certificate of Practice No. 5356) as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner.
14. The Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the EGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website, [www.wanbury.com](http://www.wanbury.com).

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.**

#### **ITEM NO 1: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION**

The present authorised capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 20,00,000 (Twenty Lakhs) preference shares of Rs.100/- (Rupees One Hundred only).

A separate proposal for issue of upto 76,15,381 (Seventy Six Lakhs Fifteen Thousand Three Hundred Eighty One) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each on preferential issue has been submitted for the approval of Shareholders under Item no. 2 of this Notice.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 20,00,000 (Twenty Lakhs) preference shares of Rs.100/- (Rupees One Hundred only) each be and is hereby reclassified to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity shares of Rs.10/- (Rupees Ten only) each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association of the Company.

The Board recommends the passing of this Resolution by special resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

#### **ITEM NO. 2: ISSUE AND ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS**

The Board in their meeting held on Saturday, 20<sup>th</sup> February, 2021 subject to approval of the Members and such other necessary approval(s), have approved the proposal for raising of funds of up to Rs. 49,49,99,765 /- (Rupees Forty Nine Crores Forty Nine Lakhs Ninety Nine Thousand Seven Hundred and Sixty Five only) by way of issue of up to 76,15,381 Equity Shares having face value of Rs. 10/- each at a price of Rs. 65/- per Equity Share (including a premium of Rs. 55/- per Equity Share). In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42, Section 62 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and SEBI ICDR Regulations:



i. The objects of the issue	to repay/settle the debt with lender(s).																																																																												
ii. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price.	<p>Subject to the approval of the members of the Company (“<b>Members</b>”) and such other approvals as may be required, the Board of Directors at its meeting held on 20<sup>th</sup> February, 2021 approved the issue and allotment of upto 76,15,381 equity shares of face value Rs. 10/- each (“<b>Equity Shares</b>”) for cash at a price of Rs. 65/- per Equity Share (including a premium of Rs. 55/- per Equity Share), for a total consideration of upto Rs 49,49,99,765/- (Rupees Forty Nine Crores Forty Nine Lakhs Ninety Nine Thousand Seven Hundred and Sixty Five only), in accordance with Chapter V of the SEBI ICDR Regulations and subsequent amendments thereto, for cash consideration (“<b>Preferential Allotment</b>”), to the below-mentioned persons (“<b>Proposed Allottee(s)</b>”):</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Investors</th> <th>No. of Equity Shares (upto)</th> <th>Consideration (in Rs.) (upto)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Vijay K Choraria jointly with Ms. Sunita Vijay Choraria</td> <td>9,23,077</td> <td>600,00,005</td> </tr> <tr> <td>2</td> <td>Bakliwal Fincom Pvt Ltd</td> <td>9,23,077</td> <td>600,00,005</td> </tr> <tr> <td>3</td> <td>Mr. Suresh Bhatia</td> <td>7,69,230</td> <td>499,99,950</td> </tr> <tr> <td>4</td> <td>Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra</td> <td>3,84,615</td> <td>249,99,975</td> </tr> <tr> <td>5</td> <td>Radhakrishna Ramnarain Private Limited</td> <td>3,07,693</td> <td>200,00,045</td> </tr> <tr> <td>6</td> <td>Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire</td> <td>3,07,692</td> <td>199,99,980</td> </tr> <tr> <td>7</td> <td>Niche Financial Services Pvt Ltd</td> <td>1,53,846</td> <td>99,99,990</td> </tr> <tr> <td>8</td> <td>Ms. Meghal Bakulesh Shah</td> <td>1,53,846</td> <td>99,99,990</td> </tr> <tr> <td>9</td> <td>Dalal &amp; Broacha Stock Broking Private Limited</td> <td>3,07,692</td> <td>199,99,980</td> </tr> <tr> <td>10</td> <td>Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal</td> <td>1,53,846</td> <td>99,99,990</td> </tr> <tr> <td>11</td> <td>Vidyut Merchandise Pvt. Ltd.</td> <td>3,07,692</td> <td>199,99,980</td> </tr> <tr> <td>12</td> <td>Ms. Parul Gandhi jointly with Mr. Hemang Gandhi</td> <td>76,923</td> <td>49,99,995</td> </tr> <tr> <td>13</td> <td>Mr. Ajay Dilkush Sarupria</td> <td>1,53,846</td> <td>99,99,990</td> </tr> <tr> <td>14</td> <td>Mr. Ashish Kumar</td> <td>76,923</td> <td>49,99,995</td> </tr> <tr> <td>15</td> <td>East Eight Six Advisors LLP</td> <td>4,61,538</td> <td>2,99,99,970</td> </tr> <tr> <td>16</td> <td>Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah</td> <td>3,07,692</td> <td>199,99,980</td> </tr> <tr> <td>17</td> <td>Ms. Elizabeth Mathew</td> <td>18,46,153</td> <td>11,99,99,945</td> </tr> <tr> <td></td> <td><b>Total (upto)</b></td> <td><b>76,15,381</b></td> <td><b>49,49,99,765</b></td> </tr> </tbody> </table>	Sr. No.	Name of the Investors	No. of Equity Shares (upto)	Consideration (in Rs.) (upto)	1	Mr. Vijay K Choraria jointly with Ms. Sunita Vijay Choraria	9,23,077	600,00,005	2	Bakliwal Fincom Pvt Ltd	9,23,077	600,00,005	3	Mr. Suresh Bhatia	7,69,230	499,99,950	4	Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra	3,84,615	249,99,975	5	Radhakrishna Ramnarain Private Limited	3,07,693	200,00,045	6	Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire	3,07,692	199,99,980	7	Niche Financial Services Pvt Ltd	1,53,846	99,99,990	8	Ms. Meghal Bakulesh Shah	1,53,846	99,99,990	9	Dalal & Broacha Stock Broking Private Limited	3,07,692	199,99,980	10	Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal	1,53,846	99,99,990	11	Vidyut Merchandise Pvt. Ltd.	3,07,692	199,99,980	12	Ms. Parul Gandhi jointly with Mr. Hemang Gandhi	76,923	49,99,995	13	Mr. Ajay Dilkush Sarupria	1,53,846	99,99,990	14	Mr. Ashish Kumar	76,923	49,99,995	15	East Eight Six Advisors LLP	4,61,538	2,99,99,970	16	Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah	3,07,692	199,99,980	17	Ms. Elizabeth Mathew	18,46,153	11,99,99,945		<b>Total (upto)</b>	<b>76,15,381</b>	<b>49,49,99,765</b>
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	<b>Total (upto)</b>	<b>76,15,381</b>	<b>49,49,99,765</b>																																																																										
iii. The price or price band at which the allotment is proposed	The issue price of Rs.65/- per Equity Share is determined in accordance with Chapter V of the SEBI ICDR Regulations.																																																																												
iv. Basis on which the price has been arrived at and justification for the price (including premium, if any)	<p>The Equity Shares of the Company are listed on BSE Limited (“<b>BSE</b>”) and National Stock Exchange India Limited (“<b>NSE</b>”). The Equity Shares are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the price for each Equity Share, trading volumes at NSE has been considered</p> <p>In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the Equity Shares shall be allotted is Rs. 65/- per Equity Share, being higher of the following:</p> <p>(a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the relevant date, i.e. Rs. 42.14/- per Equity Share; or</p> <p>(b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the relevant date, i.e. Rs. 61.66/- per Equity Share.</p> <p>The pricing of the Equity Shares to be allotted on preferential basis is Rs. 65/- per Equity Share which is not lower than the price determined in accordance with the applicable provisions of SEBI ICDR Regulations.</p>																																																																												
v. The relevant date on the basis of which price has been arrived at	In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the price for the Preferential Allotment of the Equity Shares is Thursday, 18 <sup>th</sup> February, 2021, being the date thirty (30) days prior to the date of this Extraordinary General Meeting.																																																																												
vi. Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.																																																																												

vii. The proposed time within which the allotment shall be completed	In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Equity Shares will be completed within a period of fifteen (15) days from the date of passing of special resolution at Item no. 2.  Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.
viii. Change in control, if any, in the Company that would occur consequent to the preferential issue	As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company.
ix. 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	Since 01 <sup>st</sup> April, 2020, the Company has not made any preferential allotments, except for allotment of equity shares pursuant to employee stock option scheme of the Company on exercise of options vested by the concerned employees.
x. Valuation for consideration other than cash	Not applicable
xi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
xii. Lock-in period	The Equity Shares issued pursuant to this Preferential issue to the Proposed Allottee(s) shall be locked-in as per Regulation 167 and other applicable provisions of the SEBI ICDR Regulations.
xiii. Re-computation of Issue Price	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares.

xiv. Shareholding pattern of the Company before and after preferential issue

Sr. No.	Category	Pre issue shareholding As on 31 <sup>st</sup> December, 2020		Post issue shareholding	
		Shares	% of shares	Shares	% of shares
A	Promoter Share Holding				
1	Indian Promoters				
	Individuals / HUF	-	-	-	-
	Bodies Corporate	1,00,05,561	40.00	1,00,05,561	30.66
2	Foreign Promoters				
	Individuals / HUF	-	-	-	-
	Bodies Corporate	30,24,000	12.09	30,24,000	9.27
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>1,30,29,561</b>	<b>52.09</b>	<b>130,29,561</b>	<b>39.93</b>
B	Public Share holding				
1	Institutions				
	Mutual Funds	66	0.00	66	0.00
	Financial Institutions/ Banks	3,472	0.01	3,472	0.01
	Insurance Companies	2,79,462	1.12	2,79,462	0.86
	NRIs	-	-	-	-
2	Non-Institutions				
(i)	Bodies Corporate	30,43,405	12.17	55,04,943	16.87
(ii)	Director or Director's Relatives	-	-	-	-
(iii)	Individuals (Public)	67,39,802	26.95	1,18,93,645	36.45
(iv)	NBFC Registered with RBI	2,27,384	0.91	2,27,384	0.70
(v)	NRIs	6,26,808	2.51	6,26,808	1.92
(vi)	HUF	5,70,160	2.28	5,70,160	1.75
(vii)	Clearing Members	61,602	0.25	61,602	0.19

(viii)	OCBs	94,680	0.38	94,680	0.29
(ix)	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	3,38,715	1.35	3,38,715	1.04
	Total Public Shareholding (B)	<b>1,19,85,556</b>	<b>47.91</b>	<b>1,96,00,937</b>	<b>60.07</b>
	<b>Grand Total (A+B)</b>	<b>2,50,15,117</b>	<b>100.00</b>	<b>3,26,30,498</b>	<b>100.00</b>

xv. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential allotment

**Refer Annexure - A**

xvi. Auditor's Certificate

The certificate from M/s. V. Parekh & Associates, Chartered Accountants, Mumbai being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of Extra-Ordinary General Meeting.

xvii. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI

The Company, its promoter or any of its directors is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

xviii. Report of registered valuer

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

xix. Name of the propose allottee, class and percentage of post Preferential Offer capital that may be held by them

Sr. No.	Name of the Investors	Class of Investor	Pre-Preferential Issue		Post-Preferential Issue	
			No. of Equity Shares held	% held	No. of Equity Shares (upto)	% held
1	Mr. Vijay K Choraria jointly with Ms. Sunita Vijay Choraria	Individual	–	–	9,23,077	2.83
2	Bakliwal Fincom Pvt Ltd	Company	–	–	9,23,077	2.83
3	Mr. Suresh Bhatia	Individual	–	–	7,69,230	2.36
4	Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra	Individual	–	–	3,84,615	1.18
5	Radhakrishna Ramnarain Private Limited	Company	–	–	3,07,693	0.94
6	Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire	Individual	–	–	3,07,692	0.94
7	Niche Financial Services Pvt Ltd	Company	–	–	1,53,846	0.47
8	Ms. Meghal Bakulesh Shah	Individual	–	–	1,53,846	0.47
9	Dalal & Broacha Stock Broking Private Limited	Company	–	–	3,07,692	0.94

	10	Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal	Individual	–	–	1,53,846	0.47
	11	Vidyut Merchandise Pvt. Ltd.	Company	–	–	3,07,692	0.94
	12	Ms. Parul Gandhi jointly with Mr. Hemang Gandhi	Individual	–	–	76,923	0.24
	13	Mr. Ajay Dilkush Sarupria	Individual	–	–	1,53,846	0.47
	14	Mr. Ashish Kumar	Individual	–	–	76,923	0.24
	15	East Eight Six Advisors LLP	LLP	–	–	4,61,538	1.41
	16	Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah	Individual	13,994	0.06	3,21,686	0.99
	17	Ms. Elizabeth Mathew	Individual	–	–	18,46,153	5.66
xx. Amount which the Company intends to raise by way of such securities	Up to a maximum of Rs. 49,49,99,765/- (Rupees Forty Nine Crore Forty Nine Lakhs Ninety Nine Thousand Seven Hundred and Sixty Five only).						
xxi. Undertaking	The Company hereby undertakes that: (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, where it is so required; (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee(s).						
xxii. Other Disclosures	(i) The Proposed Allottee(s) has not sold any equity shares during the six months preceding the Relevant Date. (ii) The issue of Equity Shares shall be made in a dematerialized format only (iii) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations. (iv) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.						

The Directors recommend the aforesaid resolution for the approval by the Members as a Special Resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

**Registered Office:**

BSEL Tech Park, B - Wing,  
10<sup>th</sup> Floor, Sector 30-A,  
Opp. Vashi Railway Station, Vashi,  
Navi Mumbai – 400 703. Maharashtra, India.  
Tel.: 91 22 67942222  
Fax: 91 22 67942111/333  
Email: [shares@wanbury.com](mailto:shares@wanbury.com)  
Website: [www.wanbury.com](http://www.wanbury.com)  
CIN: L51900MH1988PLC048455

By Order of the Board of Directors  
**For Wanbury Limited**

**Jitendra J. Gandhi**  
Company Secretary

Vashi, Navi Mumbai, 20<sup>th</sup> February, 2021

## Annexure A

Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential allotment

Sr. No.	Name of the Investors	Class of the Investors	Pre-Preferential Issue		No. of Equity Shares to be allotted (upto)	Post-Preferential Issue Shareholding		Name of the natural person who are the ultimate beneficial owners
			No. of Equity Shares held	% held		No. of Equity Shares	% held	
1	Mr. Vijay K Choraria jointly with Ms. Sunita Vijay Choraria	Individual	–	–	9,23,077	9,23,077	2.83	Mr. Vijay K Choraria jointly with Ms. Sunita Vijay Choraria
2	Bakliwal Fincom Pvt Ltd	Company	–	–	9,23,077	9,23,077	2.83	Refer Note 1
3	Mr. Suresh Bhatia	Individual	–	–	7,69,230	7,69,230	2.36	Mr. Suresh Bhatia
4	Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra	Individual	–	–	3,84,615	3,84,615	1.18	Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra
5	Radhakrishna Ramnarain Private Limited	Company	–	–	3,07,693	3,07,693	0.94	Refer Note 2
6	Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire	Individual	–	–	3,07,692	3,07,692	0.94	Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire
7	Niche Financial Services Pvt Ltd	Company	–	–	1,53,846	1,53,846	0.47	Refer Note 3
8	Ms. Meghal Bakulesh Shah	Individual	–	–	1,53,846	1,53,846	0.47	Ms. Meghal Bakulesh Shah
9	Dalal & Broacha Stock Broking Private Limited	Company	–	–	3,07,692	3,07,692	0.94	<ul style="list-style-type: none"> <li>• Nailish Priyakant Dalal</li> <li>• Vipul Priyakant Dalal</li> <li>• Rohan Dalal</li> <li>• Hriday Dalal</li> <li>• Nilay Dalal</li> </ul> (Refer Note No. 4)
10	Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal	Individual	–	–	1,53,846	1,53,846	0.47	Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal
11	Vidyut Merchandise Pvt. Ltd.	Company	–	–	3,07,692	3,07,692	0.94	<ul style="list-style-type: none"> <li>• Vatsal Saraf : 50.70%</li> <li>• Manisha Saraf : 49.18%</li> </ul>
12	Ms. Parul Gandhi jointly with Mr. Hemang Gandhi	Individual	–	–	76,923	76,923	0.24	Ms. Parul Gandhi jointly with Mr. Hemang Gandhi
13	Mr. Ajay Dilkush Sarupria	Individual	–	–	1,53,846	1,53,846	0.47	Mr. Ajay Dilkush Sarupria
14	Mr. Ashish Kumar	Individual	–	–	76,923	76,923	0.24	Mr. Ashish Kumar Agarwal

15	East Eight Six Advisors LLP	LLP	-	-	4,61,538	4,61,538	1.41	<ul style="list-style-type: none"> <li>• Mr. Rajeev Chitrabhanu</li> <li>• Mrs. June Noronha (Refer Note 5)</li> </ul>
16	Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah	Individual	13,994	0.06	3,07,692	3,21,686	0.99	Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah
17	Ms. Elizabeth Mathew	Individual	-	-	18,46,153	18,46,153	5.66	Ms. Elizabeth Mathew
	<b>Total</b>		<b>13,994</b>	<b>0.06</b>	<b>76,15,381</b>	<b>76,29,375</b>	<b>23.38</b>	

**Note:**

1. Name of the natural persons who are the ultimate beneficial owners of Bakliwal Fincom Pvt Ltd

Sr. No.	Name of Shareholders	No. of Shares	% Shareholding
1	Pawan Kumar Jain	1,10,000	5.79
2	Pawan Kumar Jain HUF (Karta: Pawan Kumar Jain )	2,00,000	10.53
3	Sarita Jain	2,00,000	10.53
4	Binod Agarwal	2,60,200	13.70
5	Asha Devi Agarwal	2,25,000	11.85
6	Bal Mukund Agarwal	3,90,000	20.54
7	Nirmala Devi Agarwal	2,50,000	13.17
8	Laxmi Enterprise (Proprietor: Manoj Jain)	3,000	0.16
9	Sanali Arun Shah	3,000	0.16
10	Pawan Kumar Nopany	25,000	1.32
11	Alok Dalmiya	2,500	0.13
12	Nirmal Nopany	80,000	4.21
13	Sumitra Nopany	25,000	1.32
14	Urmila Devi Kanodia	25,000	1.32
15	Bimal Kumar Dhelia	30,000	1.58
16	Jai Prakash Kanodia	20,000	1.05
17	Kusum Dhelia	25,000	1.32
18	Anita Agarwal	25,000	1.32
	<b>Total</b>	<b>18,98,700</b>	<b>100.00</b>

2. Name of the natural persons who are the ultimate beneficial owners of Radhakrishna Ramnarain Private Limited

Sr. No.	Name of Shareholders	No. of Shares	% Shareholding
1	Atul Ashokkumar Ruia	569	25.29
2	Ashokkumar R. Ruia HUF (Karta: Atul Ashokkumar Ruia)	299	13.29
3	(#)Ashok Apparels Private Limited	814	36.18
4	(*) Atul Ashokkumar Ruia (Holding as Trustee on behalf of Atul Ruia Family Trust)	284	12.62
5	(\$)Atul Ashokkumar Ruia (Holding as Trustee on behalf of Ashok Ruia Family Trust)	284	12.62
	<b>Total</b>	<b>2,250</b>	<b>100</b>

(#)Shareholding pattern of Ashok Apparels Private Limited.

Sr. No.	Name of Shareholders	No. of Shares	% Shareholding
1	Atul Ashokkumar Ruia	1,060	50.05
2	(**)Atul Ashokkumar Ruia (Holding as Trustee on behalf of Atul Ruia Family Trust)	529	24.97
3	(***)Atul Ashokkumar Ruia (Holding as Trustee on behalf of Ashok Ruia Family Trust)	529	24.98
	<b>Total</b>	<b>2,118</b>	<b>100</b>

(\*) Atul Ashokkumar Ruia hold shares in Radhakrishna Ramnarain Private Limited as registered owners for and on behalf of the beneficiaries of Atul Ruia Family Trust. The beneficial owners of Atul Ruia Family Trust are: i) Amla Ashokkumar Ruia; (ii) Atul Ashokkumar Ruia; and (iii) Gayatri Atul Ruia.

(\$) Atul Ashokkumar Ruia hold shares in Radhakrishna Ramnarain Private Limited as registered owners for and on behalf of the beneficiaries of Ashok Ruia Family Trust. The beneficial owners of Ashok Ruia Family Trust are: i) Amla Ashokkumar Ruia and (ii) Gayatri Atul Ruia.

(\*\*) Atul Ashokkumar Ruia hold shares in Ashok Apparels Private Limited as registered owners for and on behalf of the beneficiaries of Atul Ruia Family Trust. The beneficial owners of Atul Ruia Family Trust are i) Amla Ashokkumar Ruia (ii) Atul Ashokkumar Ruia and (iii) Gayatri Atul Ruia.

(\*\*\*) Atul Ashokkumar Ruia hold shares in Ashok Apparels Private Limited as registered owners for and on behalf of the beneficiaries of Ashok Ruia Family Trust. The beneficial owners of Ashok Ruia Family Trust are i) Amla Ashokkumar Ruia and (ii) Gayatri Atul Ruia.

3. Name of the natural persons who are the ultimate beneficial owners of Niche Financial Services Pvt. Ltd.

Sr. No.	Name of Shareholders	No. of Shares	% Shareholding
1	Nandini Dhirajlal Mehta	21,62,409	43.24
2	Dhirajlal Shantilal Mehta	13,22,993	26.46
3	Nirad Dhirajlal Mehta	8,66,788	17.34
4	Maitry Devang Shah	5,38,321	10.77
5	Devang Rohit Shah	72,993	1.46
6	Sanjay Madhukar Gaitonde	36,496	0.73
	<b>Total</b>	<b>50,00,000</b>	<b>100</b>

4. Name of the natural persons who are the ultimate beneficial owners of Dalal & Broacha Stock Broking Private Limited

Sr. No.	Name of the Shareholders	No. of Shares	% of Shareholding
1	Nailesh Priyakant Dalal	26,00,000	40
2	Vipul Priyakant Dalal	26,00,000	40
3	Rohan Vipul Dalal	6,50,000	10
4	Hriday Nailesh Dalal	3,25,000	5
5	Nilay Nailesh Dalal	3,25,000	5
	<b>Total</b>	<b>65,00,000</b>	<b>100</b>

5. Name of the natural persons who are the ultimate beneficial owners of East Eight Six Advisors LLP

Sr. No.	Name of the Partners	Ratio in Partnership
1	Rajeev Chitrabhanu	99
2	June Noronha	1
	<b>Total</b>	<b>100</b>

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