



**Wanbury Limited**

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 : [cs@wanbury.com](mailto:cs@wanbury.com) Website: [www.wanbury.com](http://www.wanbury.com)

**NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting (“**Meeting**”) of the Members of Wanbury Limited (the “**Company**”) will be held on **Thursday, 17<sup>th</sup> day of March, 2022** 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:**

**Appointment of Mr. Binod Chandra Maharana (DIN – 07095774) as Non-executive Independent Director:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), and as per recommendation of the Nomination & Remuneration Committee and as per approval of the Board of Directors, Mr. Binod Chandra Maharana (DIN – 07095774), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and the Listing Regulations, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a second term of one (1) year with effect from 17<sup>th</sup> March, 2022 upto 16<sup>th</sup> March, 2023, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and the Listing Regulations, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time.”

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

**Appointment of Dr. Manisha Juvekar (DIN – 09053979) as Non-executive Independent Director:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), and as per recommendation of the Nomination & Remuneration Committee and as per approval of the Board of Directors, Dr. Manisha Juvekar (DIN – 09053979), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and the Listing Regulations, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a second term of one (1) year with effect from 17<sup>th</sup> March, 2022 upto 16<sup>th</sup> March, 2023, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and the Listing Regulations, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time.”

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

**Appointment of Ms. Anupama Vaidya (DIN – 02713517) as Non-executive Independent Director:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), and as per recommendation of the Nomination & Remuneration Committee and as per approval of the Board of Directors, Ms. Anupama Vaidya (DIN – 02713517), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and the Listing Regulations, and who is eligible for appointment

and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of one (1) year with effect from 17<sup>th</sup> March, 2022 upto 16<sup>th</sup> March, 2023, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and the Listing Regulations, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time.”

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

**Issue and allotment of Warrants on Preferential Basis**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the Stock Exchanges where the shares of the Company are listed (“**Stock Exchanges**”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 54,50,000 (Fifty Four Lakhs Fifty Thousand) convertible warrants (“**Warrants**”) at a price of Rs. 105/- (Rupees One Hundred and Five only) per Warrant (“**Warrant Issue Price**”) with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company (“**Equity Shares**”) at a premium of Rs. 95/- (Rupees Ninety Five only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 57,22,50,000/- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only), to the below mentioned promoter of the Company (“**Proposed Allottee**”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants (upto)	Investment Amount upto (in Rs.)
1.	Expert Chemicals (India) Private Limited	Promoter	54,50,000	57,22,50,000 /-
<b>Total</b>			<b>54,50,000</b>	<b>57,22,50,000 /-</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 Warrants be and is hereby fixed as Tuesday, 15<sup>th</sup> February, 2022, being the date 30 days prior to the date of the Meeting i.e. Thursday, 17<sup>th</sup> March, 2022.

**FURTHER RESOLVED THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- Apart from the said right of adjustment mentioned in (d) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;

- f) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- g) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company;
- h) the allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- i) the allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and
- j) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

**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: [cs@wanbury.com](mailto:cs@wanbury.com)  
 Website: [www.wanbury.com](http://www.wanbury.com)  
 CIN: L51900MH1988PLC048455  
 Vashi, Navi Mumbai, 17<sup>th</sup> February, 2022

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

**Jitendra J. Gandhi**  
**Company Secretary**

**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 to 4** herein above, is annexed hereto and forms part of this Notice.
2. Pursuant to Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, Circular No. 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December 2021 ("**MCA Circulars**") issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th 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 [cs@wanbury.com](mailto:cs@wanbury.com) with a copy marked to 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. 17th March, 2022. Members seeking to inspect such documents can send an email to [cs@wanbury.com](mailto:cs@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. Purva Sharegistry (India) Private Limited, 9 Shiv Shakti Ind. Estt., J. R. Boricha Marg, Lower Parel E, Mumbai 400 011, Maharashtra, Telephone No.: +91-22-2301 6761, 28301 8261, E-mail: [support@purvashare.com](mailto:support@purvashare.com)** 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. Purva Sharegistry (India) Private Limited, 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. Purva Sharegistry (India) Private Limited 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Company has provided remote e-voting facility to its shareholders in respect of all the business as per **Item Nos. 1 to 4** 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 the Listing 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 AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER :**

- (i) The voting period begins on **Monday, 14<sup>th</sup> March, 2022 at 09:00 A.M. and ends on Wednesday, 16<sup>th</sup> March, 2022 at 05:00 P.M.** During this period shareholders<sup>n</sup> of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, 10<sup>th</sup> March, 2022 (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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2022, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders<sup>n</sup> resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers<sup>n</sup> website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under „IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under „Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than Individual 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>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **Wanbury Limited**.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) 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.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians- Remote Voting :**
- 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. [cs@wanbury.com](mailto:cs@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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- a. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience
- d. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
- e. 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.
- f. 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 [cs@wanbury.com](mailto:cs@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 [cs@wanbury.com](mailto:cs@wanbury.com). These queries will be replied to shareholders by the Company suitably by email.
- g. 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.
- h. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions 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.
- i. 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.

**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 [cs@wanbury.com](mailto:cs@wanbury.com) or [support@purvashare.com](mailto:support@purvashare.com).
- b. For Demat shareholders-, Please update your email id & mobile no. with your respective Depository Participant (DP)
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43..

**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, 25th Floor, Marathon Futurex, Mafatlal 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 022-23058542/43.**

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 evoting 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, CDSL 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: APPOINTMENT OF MR. BINOD CHANDRA MAHARANA (DIN – 07095774) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

Mr. Binod Chandra Maharana (DIN – 07095774), aged 58 years, was appointed as Independent Directors of the Company by the Members of the Company at the 33<sup>rd</sup> Annual General Meeting held on 27<sup>th</sup> September 2021, for a period of one year commencing with effect from 6<sup>th</sup> February 2021 to 5<sup>th</sup> February 2022.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Binod Chandra Maharana, as a Member of the Board and considering his background, experience and contribution, the association of him as an Independent Director would be beneficial to the Company, the Board, at its meeting held on 17<sup>th</sup> February, 2022, proposed his appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of one (1) year with effect from 17<sup>th</sup> March, 2022 upto 16<sup>th</sup> March, 2023. The Company has, in terms of Section 160(1) of the Companies Act 2013 ("Act") received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr. Binod Chandra Maharana, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20<sup>th</sup> June 2018 and NSE Circular No. NSE/CML/2018/24 dated 20<sup>th</sup> June, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

**A brief profile of the Director proposed to be appointed is given below:**

Mr. Binod Chandra Maharana holds a bachelor's degree in commerce (hons) from Berhampur University. He is a qualified Chartered Accountant from the ICAI and holds certificate of practice. He is currently designated as a senior partner of M/s S. Ramanand Aiyar & Co, for overseeing the Audit & Financial Services Divisions of the firm at Mumbai. He has more than 25 years of post qualification experience and is proficient in dealing with statutory audits of large corporate, bank audits, internal audits, He has experience of conducting business in Gulf and Middle East. In the past, he has acted in the capacity of a chief internal auditor and finance controller to M/S A1 Ayad Shopping LLC, Oman, belongs to Al Khwaja group company having business establishment at Oman, Dubai, Jordan, India, Egypt and US on various accounting and business issues. Prior to this, he was manager of M/s. K S Aiyar & Co., Chartered Accountants.

In the opinion of the Board, Mr. Binod Chandra Maharana is a person of integrity, skills, capabilities, fulfill the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. Being qualified Chartered Accountant from the ICAI, he has experience in handling financial management, Audit & Financial Services along with an understanding of accounting and financial statements. Having regard to his qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Binod Chandra Maharana, as Independent Director. The terms and conditions of appointment of Independent Director is available for inspection without any fee payable by the Members.

Mr. Binod Chandra Maharana is not inter-se related with any other Director or Key Managerial Personnel of the Company. Mr. Binod Chandra Maharana does not hold any share in the Company.

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and

1.	Names of entities in which the person holds the directorship and the membership of Committees of the board	Designation
a.	<b>UNLISTED</b>	
i.	3D Corporate Business Solution LLP	Designated Partner
ii.	Spark Management Consultancy Private Limited	Director
b.	<b>LISTED</b>	
	Secmark Consultancy Limited	(Chairman & Independent Director and member of committees)
2.	<b>Name of the listed entities from which the person has resigned in the past three years</b>	
	Wanbury Limited	Independent Director and member of committees of the Board (Term expired on 05 <sup>th</sup> February, 2022)

The Board recommends the passing of this (item no.1) 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: APPOINTMENT OF DR. MANISHA JUVEKAR (DIN – 09053979) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

Dr. Manisha Juvekar (DIN – 09053979), aged 46 years, was appointed as Independent Directors of the Company by the Members of the Company at the 33<sup>rd</sup> Annual General Meeting held on 27<sup>th</sup> September 2021, for a period of one year commencing with effect from 6<sup>th</sup> February 2021 to 5<sup>th</sup> February 2022.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Dr. Manisha Juvekar, as a Member of the Board and considering her background, experience and contribution, the association of her as an Independent Director would be beneficial to the Company, the Board, at its meeting held on 17<sup>th</sup> February, 2022, proposed her appointment as Independent Director of the Company, not liable to retire by rotation, for a second term of one (1) year with effect from 17<sup>th</sup> March, 2022 upto 16<sup>th</sup> March, 2023. The Company has, in terms of Section 160(1) of the Companies Act 2013 ("Act") received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received from Dr. Manisha Juvekar, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20<sup>th</sup> June 2018 and NSE Circular No. NSE/CML/2018/24 dated 20<sup>th</sup> June, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

**A brief profile of the Director proposed to be appointed is given below:**

Dr. Manisha Juvekar completed her MBBS from Lokmanya Tilak Medical College and DCH/MD from Lokmanya Tilak Medical College in Pediatrics both from Mumbai. She has more than 20 years experience in the field of Medical and Pharma. She has completed her fellowship in Pediatric Pulmonology and Sleep medicine, from Sheffield Children's Hospital, UK and she is Pediatric Pulmonologist and Sleep Specialist. She is a visiting fellow at K. K. children's hospital, Singapore. She is a trained Bronchoscopist from Bangkok. She is also trained in Allergy and Immunotherapy from Ancient school of wisdom, Bangalore.

Currently, she is Consultant with Juvekar Hospital and Dr. D. Y Patil Hospital.

In the opinion of the Board, Dr. Manisha Juvekar is a person of integrity, skills, capabilities, fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. Having regard to her qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Dr. Manisha Juvekar, as an Independent Director. The terms and conditions of appointment of an Independent Director is available for inspection without any fee payable by the Members.

1.	Names of entities in which the person holds the directorship and the membership of Committees of the board	Designation
a.	<b>UNLISTED</b>	
	NIL	NIL
b.	<b>LISTED</b>	
	NIL	NIL
2.	Name of the listed entities from which the person has resigned in the past three years	
	Wanbury Limited	Independent Director and member of committees of the Board (Term expired on 05 <sup>th</sup> February, 2022)

Dr. Manisha Juvekar is not inter-se related with any other Director or Key Managerial Personnel of the Company. Dr. Manisha Juvekar does not hold any share in the Company.

The Board recommends the passing of this (item no.2) 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. 3: APPOINTMENT OF MS. ANUPAMA VAIDYA (DIN – 02713517) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 17<sup>th</sup> February, 2022, proposed Ms. Anupama Vaidya, aged 50 years, appointment as Independent Director of the Company, not liable to retire by rotation, for a term of one (1) year with effect from 17<sup>th</sup> March, 2022 upto 16<sup>th</sup> March, 2023. The Company has, in terms of Section 160(1) of the Companies Act 2013 ("Act") received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received from Ms. Anupama Vaidya, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the “Rules”); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20<sup>th</sup> June 2018 and NSE Circular No. NSE/CML/2018/24 dated 20<sup>th</sup> June, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

**A brief profile of the Director proposed to be appointed is given below:**

- i. Equipped with a Bachelor’s in Computer Science from University of Pune and Master’s in Business Administration (MBA) with specialization in Human Resource Development from Symbiosis Institute of Business Management, Pune, Anupama has evolved as a seasoned business management professional with more than 30 years of rich and diverse experience across industries including Conglomerates, Manufacturing/Engineering, Construction, Information Technology & Services and various organizational functions. Awarded the "Super Women Achiever – 2021", "100 TOP Coaching Minds - 2020", "TOP HR Minds – 2018” by World HRD Congress.
- ii. Her work experience includes working with Saint-Gobain India Ltd. (Grindwell Norton & HPM Sector, Group Interventions), Lodha Group, Colgate Palmolive, Hinduja Group, Geometric Software, Mafatlal Industries and as a Free-lance Business Strategist Partner and Founder Entrepreneur.
- iii. Impactful contributions in the area of Business strategies, roadmaps and handholding to translate these into business models, processes and organization design to drive the people strategies and interventions are her core strength. Extensive contributions in General Management, HR Management, Corporate Marketing & Communications; Project & Event Management; Corporate Social Responsibility initiatives and she has been a part of the top management teams to drive the business objectives.
- iv. Anupama brings in a contemporary approach to the understanding of human dynamics and behavioural sciences with her extensive study and her work in the space of leveraging neurosciences for organization and people development (individual, team, leadership). As a certified neuroscience practitioner (MiND certified), she seamlessly integrates neurosciences for business impact, a future forward approach to human-centred organization building interventions.

1.	Names of entities in which the person holds the directorship and the membership of Committees of the board	Designation
a.	<b>UNLISTED</b>	
i.	Platinumone Business Services Limited	Director
b.	<b>LISTED</b>	
	NIL	NIL
2.	Name of the listed entities from which the person has resigned in the past three years	
	NIL	NIL

Ms. Anupama Vaidya is not inter-se related with any other Director or Key Managerial Personnel of the Company. Ms. Anupama Vaidya does not hold any share in the Company.

In the opinion of the Board, Ms. Anupama Vaidya is a person of integrity, skills, capabilities, fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. Having regard to her qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Anupama Vaidya, as an Independent Director

The Board recommends the passing of this (item no.3) 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. 4: ISSUE AND ALLOTMENT OF WARRANTS ON PREFERENTIAL BASIS:**

The Board of Directors of the Company (“the Board”) in their Meeting held on 17<sup>th</sup> February, 2022, subject to necessary approval(s), has approved the proposal for raising of funds by Issue of upto 54,50,000 (Fifty Four Lakhs Fifty Thousand) convertible warrants (“Warrants”) at a price of Rs. 105/- (Rupees One Hundred and Five only) per Warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company (“Equity Shares”) at a premium of Rs. 95/- (Rupees Ninety Five only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 57,22,50,000/- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only) to the below mentioned promoter of the Company (“Proposed Allottee”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants (upto)	Investment Amount upto (in Rs.)
1.	Expert Chemicals (India) Private Limited.	Promoter	54,50,000	57,22,50,000 /-
<b>Total</b>			<b>54,50,000</b>	<b>57,22,50,000 /-</b>

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

**1) 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:**

The Board of Directors of the Company at their Meeting held on 17<sup>th</sup> February, 2022, had, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of following:

a) Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottee	PAN	Nature and Number of Securities	Price of Each Security	Total Amount
1.	Expert Chemicals (India) Private Limited. <b>(Promoter)</b>	AABCE2407M	Upto 54,50,000 (Fifty Four Lakhs Fifty Thousand) Warrants	Rs. 105/- (Rupees One Hundred and Five only) per Warrant)	Upto Rs. 57,22,50,000 /- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only)
<b>Total</b>			<b>Upto 54,50,000 (Fifty Four Lakhs Fifty Thousand) Warrants</b>	<b>Rs. 105/- (Rupees One Hundred and Five only) per Warrant)</b>	<b>Upto Rs. 57,22,50,000 /- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only)</b>

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Issue of the Warrants are as stated in the Resolution.

**2) Objects of the Preferential Allotment:**

The Company is planning to raise funds for long term working capital requirements, new product launches, repayment of debt and/or for general corporate purposes

**3) Relevant Date:**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Tuesday, 15<sup>th</sup> February, 2022, being the date 30 days prior to the date of the Meeting i.e. Thursday, 17<sup>th</sup> March, 2022.

**4) Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Warrant, trading volumes at NSE for the period set out below has been accordingly considered.

- the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 81.18/- (Rupees Eighty One and Paise Eighteen only) per Equity Share; or
- the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 99.93/- (Rupees Ninety Nine and Paise Ninety Three only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 99.93/- (Rupees Ninety Nine and Paise Ninety Three only) per Equity Share, being higher of the above two prices.

Further, in terms of Regulation 166A of the SEBI (ICDR) Regulations, the Company has obtained a valuation report from an independent registered valuer viz. Mr. Prashant Jain having his office at A-501, Shanti Heights, Plot no 2,3, 9B/10, Sector 11, Koparkhairane, Navi Mumbai 400709, Maharashtra and the price determined by such independent registered valuer is Rs. 99.93/- (Rupees Ninety Nine and Paise Ninety Three Only) per Equity Share.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

Hence, the floor price in terms of the SEBI (ICDR) Regulations shall be Rs. 99.93/- (Rupees Ninety Nine and Paise Ninety Three only) per Equity Share.

The pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each is Rs. 105/- (Rupees One Hundred and Five only) per Warrant which is not lower than the floor price determined in terms of the SEBI (ICDR) Regulations.

**Adjustments for Warrants:** The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

**5) Amount which the Company intends to raise by way of such securities:**

Rs. 57,22,50,000/- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only).

**6) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue :**

The proposed allottee viz. Expert Chemicals (India) Private Limited, promoter of the Company, is intending to participate/subscribe to the proposed issue to the extent of warrant allotted and no other Directors or Key Managerial Personnel of the Company are subscribing to this preferential issue.

**7) Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

**8) Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:**

Name of the Propose Allottee	Class	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
		No. of Shares	% of Share holding		No. of Shares	% of Share holding
Expert Chemicals (India) Private Limited.	Promoter	1,00,05,561	30.63	54,50,000	1,54,55,561	40.55

**9) Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Friday, 11<sup>th</sup> February, 2022 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is provided as **Annexure - A** to the Notice.

**10) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Name of the Propose Allottee	Class	Identity of Natural Persons who are the Ultimate Beneficial Owners
Expert Chemicals (India) Private Limited.	Promoter	a. Mr. Mohan Kumar Rayana – 87.50% b. Mr. K. Chandran – 9.90% c. Mr. Pradeep Patil – 2.60%

**11) 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 issue:**

Name of the Propose Allottee	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
	No. of Shares	% of Share holding		No. of Shares	% of Share holding
Expert Chemicals (India) Private Limited.	1,00,05,561	30.63	54,50,000	1,54,55,561	40.55

**12) Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Warrants.

**13) Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable

**14) Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitives, if any:**

Neither the Company nor its promoters nor the Directors of the Company have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**15) the current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:**

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Expert Chemicals (India) Private Limited.	Promoter	Promoter

**16) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable. The consideration for issue of Warrants and equity shares arising on conversion of Warrants shall be paid in cash and not in consideration other than cash.

**17) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Pursuant to the resolution passed by the Members of the Company in the extra-ordinary general meeting (EGM) on 20<sup>th</sup> March 2021, the Company had allotted 76,15,381 (Seventy Six Lakhs Fifteen Thousand Three Hundred Eighty One) equity shares of face value Rs.10/- (Rupees Ten Only) each at an issue price of Rs. 65/- (Rupees Sixty Five only) per equity share (including premium of Rs. 55/- (Rupees Fifty Five only) per equity share) to the following Non-Promoters allottees on 22<sup>nd</sup> April, 2021 on a preferential basis in terms of Sections 42 and 62 of the Companies Act, 2013 and rules made thereunder and SEBI (ICDR) Regulations:

Sr. No.	Name of the Persons	Category	No. of Equity Shares allotted
1.	Mr. Vijay K Choraria jointly with Ms. Sunita Vijay. Choraria	Non-Promoter	9,23,077
2.	Bakliwal Fincom Pvt Ltd		9,23,077
3.	Mr. Suresh Bhatia		7,69,230
4.	Mr. Milan Manharkant Ganatra jointly with Ms. Kruti Milan Ganatra		3,84,615
5.	Radhakrishna Ramnarain Private Limited		3,07,693
6.	Mr. Sandesh Kirkire jointly with Ms. Anjali Kirkire		3,07,692
7.	Niche Financial Services Pvt Ltd		1,53,846
8.	Ms. Meghal Bakulesh Shah		1,53,846
9.	Dalal & Broacha Stock Broking Private Limited		3,07,692
10.	Mr. Vipul Priyakant Dalal jointly with Ms. Sonal Vipul Dalal		1,53,846
11.	Vidyut Merchandise Pvt. Ltd.		3,07,692
12.	Ms. Parul Gandhi jointly with Mr. Hemang Gandhi		76,923
13.	Mr. Ajay Dilkush Sarupria		1,53,846
14.	Mr. Ashish Kumar		76,923
15.	East Eight Six Advisors LLP		4,61,538
16.	Mr. Nimish Chandulal Shah jointly with Ms. Jalpa Nimish Shah		3,07,692
17.	Ms. Elizabeth Mathew		18,46,153
	<b>Total</b>		<b>76,15,381</b>

## 18) Lock-in Period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of Expert Chemicals (India) Private Limited ("**Proposed Allottee**") shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

## 19) Practicing Company Secretary's Certificate:

The certificate from the Practicing Company Secretary, Miss Saloni Shah, having her office at Ahmadabad, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company ([http://www.wanbury.com/investorrelsl/wanbqtypdf/PCSComp\\_Certificate\\_Saloni\\_Shah.pdf](http://www.wanbury.com/investorrelsl/wanbqtypdf/PCSComp_Certificate_Saloni_Shah.pdf)).

## 20) Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 4 of this Notice.

## 21) Other disclosures:

- a) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- c) The valuation report from an independent registered valuer, Mr. Prashant Jain, in terms of Regulation 166A of the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company (<http://www.wanbury.com/investorrelsl/wanbqtypdf/WanburyLtd-/aluationReport.pdf>).
- d) The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 4 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 4 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company except Mr. K Chandran, Whole time Director of the Company, to the extent of his indirect holding in Expert Chemicals (India) Private Limited (proposed allottee).

### 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: [cs@wanbury.com](mailto:cs@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, 17<sup>th</sup> February, 2022

Annexure - A

**Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Category	Pre issue shareholding as on 11 <sup>th</sup> February, 2022		Issue of Warrants (Present Issue)	Post issue shareholding (Post conversion of Warrants)	
		Shares	% of shares	(No)	Shares	% of shares
<b>A</b>	<b>Promoter Share Holding</b>					
1	Indian Promoters					
	Individuals / HUF	-	-			
	Bodies Corporate	1,00,05,561	30.63	54,50,000	1,54,55,561	40.55
2	Foreign Promoters					
	Individuals / HUF	-	-			
	Bodies Corporate	30,24,000	9.26	-	30,24,000	7.93
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>130,29,561</b>	<b>39.89</b>	<b>54,50,000</b>	<b>1,84,79,561</b>	<b>48.48</b>
<b>B</b>	<b>Public Share holding</b>					
1	Institutions					
	Mutual Funds	66	0.00	-	66	0.00
	Financial Institutions/ Banks	521	0.00	-	521	0.00
	Insurance Companies					
	NRIs					
2	Non-Institutions					
(i)	Bodies Corporate	51,39,205	15.73	-	51,39,205	13.48
(ii)	Director or Director's Relatives					
(iii)	Individuals (Public)	1,23,88,776	37.92	-	1,23,88,776	32.50
(iv)	NBFC Registered with RBI	42,136	0.13	-	42,136	0.11
(v)	NRIs	6,91,025	2.12	-	6,91,025	1.81
(vi)	HUF	5,59,020	1.71	-	5,59,020	1.47
(vii)	Clearing Members	3,81,843	1.17	-	3,81,843	1.00
(viii)	OCBs	94,680	0.29	-	94,680	0.25
(ix)	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	3,38,665	1.04	-	3,38,665	0.89
	<b>Total Public Shareholding (B)</b>	<b>1,96,35,937</b>	<b>60.11</b>	<b>-</b>	<b>1,96,35,937</b>	<b>51.52</b>
	<b>Grand Total (A+B)</b>	<b>3,26,65,498</b>	<b>100.00</b>	<b>54,50,000</b>	<b>3,81,15,498</b>	<b>100.00</b>