



Wanbury Limited

BSEL Tech Park, B-Wing, 10thFloor, Sector 30-A,
Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, Maharashtra, India.
Tel : +91-22-67942222 Fax : +91-22-67942111/333 CIN : L51900MH1988PLC048455
E-mail: cs@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 Thursday, **20th day of February, 2025** at 11:30 A.M. (IST) 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, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Maharashtra, India.

SPECIAL BUSINESS:

1. Appointment of Mr. Manojkumar Khubchand Gursahani (DIN – 01064558) as Non-Executive Independent Director:

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

“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 any other applicable law (collectively referred to as “**Applicable Law**”), and Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Manojkumar Khubchand Gursahani (DIN: 01064558), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 8th January, 2025 as per Section 161 of the Companies Act, 2013 and who has submitted a consent to act as director and 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 Non-Executive Independent Director of the Company to hold office for a term of one (1) year with effect from 08th January, 2025 upto 07th January, 2026, upon such terms & conditions (including remuneration, if any) as may be determined by the Board of Directors of the Company 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 of Directors of the Company from time to time, subject to the provisions of the Applicable Law.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof) or Company Secretary of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Pallavur Sankar Dass Vaidyanathan (DIN: 06604217) as Non-Executive Independent Director:

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

"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 any other applicable law (collectively referred to as "**Applicable Law**"), and Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Pallavur Sankar Dass Vaidyanathan (DIN: 06604217), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 8th January, 2025 as per Section 161 of the Companies Act, 2013 and who has submitted a consent to act as director and 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 a Non-Executive Independent Director of the Company to hold office for a term of three (3) years with effect from 08th January, 2025 upto 07th January, 2028, upon such terms & conditions (including remuneration, if any) as may be determined by the Board of Directors of the Company 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 of Directors of the Company from time to time, subject to the provisions of the Applicable Law.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof) or Company Secretary of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

BSEL Tech Park, B - Wing,
10th 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
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Vashi, Navi Mumbai, 08th January, 2025

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 and 2** 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, General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 ("**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. 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. MCA by General Circular No. 09/2024 dated September 19, 2024 has extended the above exemptions till 30th September 2025.
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 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. February 20, 2025. Members seeking to inspect such documents can send an email to 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 Shareregistry India Pvt. Ltd; 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400 011, Telephone No.: +91-22-2301 6761, 28301 8261, E-mail: 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 Shareregistry 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.
 - c. are requested to register / update their e-mail address with the Company / M/s. Purva Shareregistry 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 Listing Regulations, the Company has provided remote e-voting facility to its shareholders in respect of all the business as per **Item Nos. 1 and 2** herein above.
12. **Process and manner for Members opting for Remote e-voting and e-voting during EGM are as under:**
 - i. 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 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. 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 and 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).
 - vii. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Monday, 17th February, 2025 at 09:00 A.M. and ends on Wednesday, 19th February, 2025 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 **Thursday, 13th February, 2025 (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 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (l) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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

	<p>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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click a https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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, 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 AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. 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 e-voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **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 or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call toll free no. 1800 21 09911.

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.

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.

ANNEXURE TO THE NOTICE:

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

RESOLUTION NO 1:

APPOINTMENT OF MR. MANOJKUMAR KHUBCHAND GURSAHANI (DIN – 01064558) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and considering the background and experience, the association of Mr. Manojkumar Khubchand Gursahani as a Non-Executive Independent Director would be beneficial to the Company. The Board of Directors of the Company, at its meeting held on 08th January, 2025, proposed his appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of one (1) year with effect from 08th January, 2025 upto 07th January, 2026. 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. Manojkumar Khubchand Gursahani, (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 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(1)(b) 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 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018. 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. Manojkumar Khubchand Gursahani is a distinguished professional with over 30 years of experience and thought leader, holding a graduate degree from Mumbai University. He is a TED speaker, global strategist, and author of The Human Connect.

He is the co-founder of Vera Healthcare Technologies, an AI-driven platform for early detection of ocular diseases. He serves as Executive Director at the Global Chamber and Mumbai Chair for the Las Vegas Chamber of Commerce. Additionally, he is the Managing Trustee of the Indian Relief Foundation and an advisor to Lion Tarachand Bapa Hospital. As the Immediate Past President of the Rotary Club of Queens Necklace, Mumbai, he has significantly contributed to community welfare.

Details of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name	Mr. Manojkumar Khubchand Gursahani
Age	63 years
DIN	01064558
Date of appointment as Director on the Board	08 th January, 2025
Qualifications	Graduate degree from Mumbai University
Experience	Over 30 years
Brief resume of the director	As detailed above
Nature of expertise in specific functional areas	Management
Terms and conditions of appointment	As decided by the Board of Directors of the Company (including Nomination & Remuneration Committee) and as extracted above.
No. of Equity Shares held in Wanbury Limited	NIL
Number of Board meetings Attended during their tenure in FY 2024-25	Not Applicable
Details of remuneration last drawn (in Rs.)	Not Applicable
Remuneration proposed to be paid (in Rs.)	As may be decided by the Board of Directors of the Company (including Nomination & Remuneration Committee)
Names of entities in which the person holds directorship apart from Wanbury Limited	NIL
Names of listed and unlisted public entities in which the person holds membership/ Chairmanship in Committees of the board*#	1. Wanbury Limited - Member of Audit Committee 2. Wanbury Limited - Member of Stakeholders Relationship Committee
Names of listed entities from which the person has resigned in the past three years	NIL
Inter se Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No relationship between Mr. Manojkumar Khubchand Gursahani and other directors, Manager and other Key Managerial Personnel
Justification in choosing the appointee as Independent Director / Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board of Directors of the Company in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board of Directors of the Company that Mr. Manojkumar Khubchand Gursahani qualifications and the experience in the above mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board of Directors of the Company is of the opinion that Mr. Manojkumar Khubchand Gursahani continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as a Non-Executive Independent Director of the Company and his continued association would be of immense benefit to the Company.

#As per latest disclosures received from the Director.

*In terms of the Listing Regulations, only two committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

In the opinion of the Board of Directors of the Company, Mr. Manojkumar Khubchand Gursahani is a person of integrity, 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.

Save and except Mr. Manojkumar Khubchand Gursahani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.1 of the Notice.

The Board of Directors of the Company 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.

RESOLUTION NO 2:

APPOINTMENT OF MR. PALLAVUR SANKAR DASS VAIDYANATHAN (DIN – 06604217) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and considering the background and experience, the association of Mr. Pallavur Sankar Dass Vaidyanathan as a Non-Executive Independent Director would be beneficial to the Company, the Board of Directors of the Company, at its meeting held on 08th January, 2025, proposed his appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of three (3) years with effect from 08th January, 2025 upto 07th January, 2028. 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. Pallavur Sankar Dass Vaidyanathan, (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 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(1)(b) 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 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20th 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. Pallavur Sankar Dass Vaidyanathan brings over 35 years of experience in the pharmaceutical industry, specializing in strategy, go-to market models, and sales excellence across domestic and emerging markets. Currently a Senior Operating Advisor at Jashvik Capital, he previously served as CEO & Director of Curatio Healthcare, where he scaled the company's value ~7x before its acquisition by Torrent Pharma. Earlier, during 25 years tenure at Dr. Reddy's, he held senior leadership roles, building market-leading brands in Gastroenterology, Cardiovascular, and Oral Care portfolios.

Details of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name	Mr. Pallavur Sankar Dass Vaidyanathan
Age	62 years
DIN	06604217
Date of appointment as Director on the Board	08 th January, 2025
Qualifications	B.Sc; PGDMM
Experience	Over 35 years
Brief resume of the director	As detailed above
Nature of expertise in specific functional areas	Pharmaceuticals

Terms and conditions of appointment	As decided by the Board of Directors of the Company (including Nomination & Remuneration Committee) and as extracted above.
No. of Equity Shares held in Wanbury Limited	NIL
Details of remuneration last drawn (in Rs.)	Not Applicable
Remuneration proposed to be paid (in Rs.)	As may be decided by the Board of Directors of the Company (including Nomination & Remuneration Committee)
Number of Board meetings Attended during their tenure in FY 2024-25	Not Applicable
Names of entities in which the person holds directorship apart from Wanbury Limited	1. Suturemate Technologies Private Limited 2. Futura Surgicare Private Limited
Names of listed and unlisted public entities in which the person holds membership/ Chairmanship in Committees of the board*#	1. Wanbury Limited - Member of Audit Committee 2. Wanbury Limited - Member of Stakeholders Relationship Committee
Names of listed entities from which the person has resigned in the past three years	NIL
Inter se Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No relationship between Mr. Pallavur Sankar Dass Vaidyanathan and other directors, Manager and other Key Managerial Personnel
Justification in choosing the appointee as Independent Director / Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board of Directors of the Company in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board of Directors of the Company that Mr. Pallavur Sankar Dass Vaidyanathan qualifications and the experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board of Directors of the Company is of the opinion that Mr. Pallavur Sankar Dass Vaidyanathan continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

#As per latest disclosures received from the Director.

*In terms of the Listing Regulations, only two committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

In the opinion of the Board, Mr. Pallavur Sankar Dass Vaidyanathan is a person of integrity, 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.

Save and except Mr. Pallavur Sankar Dass Vaidyanathan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.2 of the Notice.

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.

Registered Office:

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Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Vashi, Navi Mumbai, 8th January, 2025

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