

## WANBURY LIMITED

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Navi Mumbai – 400 703. Tel : +91-22-67942222 Fax : +91-22-67942111/333; E-mail : cs@wanbury.com  
Website: [www.wanbury.com](http://www.wanbury.com) CIN: L51900MH1988PLC04845S, [www.wanbury.com](http://www.wanbury.com)

### NOTICE

**NOTICE** is hereby given that the Extra Ordinary General Meeting ("EOGM") of the Members of the Company will be held on **Monday, 21<sup>st</sup> day of August, 2023 at 11:30 A.M. (IST)** through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the businesses as set out in the notice of the EOGM. In compliance with all the applicable provisions of the Companies Act, 2013 (the "Act") read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May, 2020 General Circular No. 21/2021 dated 14th December 2021 and General Circular No. 2/2022 dated 5th May, 2022 and other applicable Circulars issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CDF/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CDF/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CDF/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "relevant circulars"), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the EOGM of the Company will be held through VC/OAVM Facility, without physical presence of the Members of the Company at a common venue. 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).

**NOTICE** of the meeting setting out the Ordinary & Special Business to be transacted thereat have been sent electronically to those Members whose email addresses (es) are registered with the Company/Depository Participant(s)/Registrar and Transfer Agent and the dispatch has been completed on **Thursday, 20<sup>th</sup> July, 2023**. Members are hereby informed that the Notice of the Meeting and the aforesaid documents are available on the Company's website at [www.wanbury.com](http://www.wanbury.com) and on CDSL's website at <https://www.cdslindia.com/voting/EvotingInstanceAndResults.aspx>

In line with the MCA Circulars and SEBI Circular, Shareholders are advised to update their email IDs in order to receive electronic copies of the Notice of the EOGM/ login credentials, in the manner mentioned below:

Shareholders holding shares in physical mode	Shareholders who hold shares in physical mode and have not updated their email addresses with the Company / Depository Participant(s) / Registrar and Share Transfer Agents ("RTA") are requested to update their email addresses by writing to the Company's RTA, Purva Shareregistry India Private Limited, with subject line "Request to update email id" at support@purvashare.com Shareholders are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card and any document (such as Driving License, Passport, Bank Statement, Aadhar) supporting the registered address of the Shareholder.
Shareholders holding shares in dematerialised mode	Shareholders who hold shares in dematerialised mode and have not updated their email addresses are requested to register / update their email addresses with their Depository Participant(s).

**NOTICE** is further given that pursuant to Section 91 of the Companies Act, 2013 and applicable Rules made thereunder and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 15<sup>th</sup> August, 2023 to Monday, 21<sup>st</sup> August, 2023** (both days inclusive) for the purpose of Extra Ordinary General Meeting.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [including any modification(s), amendment(s) or re-enactment(s) thereof], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 (SS-2) on General Meetings Issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circular, the Company is providing to the Members the facility to exercise their right to vote on the resolutions proposed to be passed at the EOGM by electronic means and the business may be transacted through the e-voting services ("remote e-voting") provided by Central Depository Services (India) Limited ("CDSL"). The Company is also providing e-voting facility ("e-voting") at the EOGM to be held through VC/OAVM facility and the Shareholders who have not already cast their vote by remote e-voting shall be able to exercise their right to vote during the EOGM, through e-voting. The Company has appointed Ms. Kala Agarwal, Practicing Company Secretary (Membership No. 5976 & Certificate of Practice No. 5356) as Scrutinizer to scrutinize the remote e-voting and e-voting at the EOGM in a fair and transparent manner.

The instructions for remote e-voting and e-voting are given in the Notice of the EOGM. Shareholders are requested to note the following:

- a) The remote e-voting will commence on **Friday, 18<sup>th</sup> August, 2023 at 09:00 A.M. and ends on Sunday, 20<sup>th</sup> August, 2023 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter and Shareholders will not be allowed to vote electronically beyond the said date and time. During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Monday, 14<sup>th</sup> August, 2023** may cast their vote by remote e-voting on the resolutions specified in the Notice of the EOGM. Shareholders who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM to be held through VC/OAVM, but they shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Shareholder, they shall not be allowed to change it subsequently.
- b) The voting rights of the Shareholders (for voting through remote e-voting or e-voting at the EOGM) shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., **Monday, 14<sup>th</sup> August, 2023**. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the Depositories/Registrar and Share Transfer Agent as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the EOGM.
- c) Any person who acquires Shares of the Company and becomes a Shareholder of the Company after the dispatch of the EOGM Notice and holds shares as on the cut-off date, may follow the instructions for voting on the resolutions as mentioned at Point No. 13 of the notes to the Notice of EOGM. A person who is not a Shareholder as on the cut-off date should treat the Notice of EOGM relating to instructions on Remote e-voting and e-voting for information purposes only.

A copy of the EOGM Notice is available on the website of the Company at [www.wanbury.com](http://www.wanbury.com) and on the websites of the Stock Exchanges where the shares of the Company are listed, viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited - [www.nsindia.com](http://www.nsindia.com). A copy of the EOGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The results of the remote e-voting and votes cast at the EOGM shall be declared not later than 48 (Forty-Eight) hours from the conclusion of the EOGM. The Results shall be declared, along with the Scrutinizer's Report, shall be placed on the Company's website, viz., [www.wanbury.com](http://www.wanbury.com), immediately after their declaration, and will be communicated to CDSL, viz., [www.evotingindia.com](http://www.evotingindia.com) and BSE Limited and National Stock Exchange of India Limited.

In case you have any queries or issues regarding remote e-voting and e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi (1800 22 5533 / 022-2305 8542). Shareholders who would like to express their views or ask questions during the EOGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries to [support@purvashare.com](mailto:support@purvashare.com) seven days prior to the meeting.

For Wanbury Limited  
Sd/-  
Jitendra J. Gandhi  
Company Secretary

