



WANBURY LIMITED

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NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Wanbury Limited (the "Company") will be held on **Saturday, 20th day of March, 2021** 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 EGM.

In view of the ongoing COVID 19 Pandemic and lockdown declared by the Government, the Ministry of Corporate Affairs (MCA) has issued General Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 and Circular issued by the Securities and Exchange Board of India (SEBI) dated 12th May, 2020 which permits holding of EGM 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. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.wanbury.com.

NOTICE of the meeting setting out the Special Business to be transacted thereat together with explanatory statement thereon 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 **Wednesday, 23rd February, 2021**. 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 and on CDSL's website at <https://www.cdslindia.com/evoting/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 Annual Report/login credentials, in the manner mentioned below, since no physical copies of the EGM notice will be dispatched to any Shareholders:

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, M/s. Link Intime India Pvt. Ltd. with subject line "Request to update email id" at rt.helpdesk@linkintime.co.in 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 cut-off date (Record Date) is fixed as Saturday, 13th March, 2021 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 EGM 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 EGM 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 EGM, 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 EGM in a fair and transparent manner.

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

- The remote e-voting will commence on **Wednesday, 17th March, 2021 at 09:00 A.M. and ends on Friday, 19th March, 2021 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., Saturday, 13th March, 2021** may cast their vote by remote e-voting on the resolutions specified in the Notice of the AEM. Shareholders who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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.
- The voting rights of the Shareholders (for voting through remote e-voting or e-voting at the EGM) 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., Saturday, 13th March, 2021**. 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 EGM.
- Any person who acquires Shares of the Company and becomes a Shareholder of the Company after the dispatch of the EGM Notice and holds shares as on the cut-off date, may follow the instructions for voting on the resolutions as mentioned at Point No. 12 of the notes to the Notice of EGM. A person who is not a Shareholder as on the cut-off date should treat the Notice of EGM relating to instructions on Remote e-voting and e-voting for information purposes only.

A copy of the EGM Notice along with explanatory statement is available on the website of the Company at 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 and National Stock Exchange of India Limited - www.nseindia.com. A copy of the EGM Notice is also available on the website of CDSL at www.evotingindia.com.

The results of the remote e-voting and votes cast at the EGM shall be declared not later than 48 (Forty-Eight) hours from the conclusion of the EGM. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website, viz., www.wanbury.com, immediately after their declaration, and will be communicated to CDSL, viz., 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 under help section or write an email to 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 EGM 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 shares@wanbury.com seven days prior to the meeting.

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

Vashi, Navi Mumbai, 24th February, 2021