



## WANBURY LIMITED

CIN: L51900MH1988PLC048455

**Regd. Office:** BSEL Tech Park, B-Wing, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703.

**Tel.:** 91 22 67942222, **Fax:** 91 22 67942111/333, **Email:** shares@wanbury.com, **Website:** www.wanbury.com

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Wanbury Limited ("the Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 ("SS-2"), that the resolutions appended below are proposed to be passed by the Members by way of postal ballot / electronic voting (e-voting). The explanatory statement under Section 102(1) pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary (C.P. No.5356) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on 1<sup>st</sup> June, 2018 ("Cut-off Date") in the Register of Members/List of Beneficial Owners and as received from M/s. Sharex Dynamic India Private Limited (Sharex), the Registrar and Share Transfer Agent of the Company.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 05:00 P.M. on 7<sup>th</sup> July, 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit her report to the Chairperson or to any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before 9<sup>th</sup> July, 2018 and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.wanbury.com.

## **RESOLUTIONS TO BE PASSED BY WAY OF POSTAL BALLOT:**

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 (8) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W ), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Jayantilal Thakkar & Co., Chartered Accountants, Mumbai who shall hold the office till the conclusion of ensuing Annual General Meeting and shall conduct the Statutory Audit for the financial year ended on 31<sup>st</sup> March, 2018 on such remuneration as may be fixed by the Board of Directors/Committee thereof as the case may be in consultation with auditors thereon plus applicable taxes and reimbursement of travel and other out-of-pocket expenses.”

#### **ITEM NO. 2: TO CONSIDER RATIFICATION OF THE SPECIAL RESOLUTION PASSED AT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING REGARDING THE ISSUE/ALLOTMENT OF CCD’S CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LTD. (EARC) AS A TRUSTEE OF EARC TRUST SC 145:**

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

The Company has passed the Special Resolution in its 28<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> September, 2016 vide Resolution No. 7 for the issue/allotment of CCD’s convertible into equal number of equity shares on preferential basis to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145. However, in explanatory statement of the resolution the details of Ultimate Beneficial Owner of the allottee i.e. M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 was not mentioned as per requirement of Regulation 73(1)(e) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Company has received the In-principle Approval from BSE Limited on 13<sup>th</sup> October, 2016 vide their letter no. DCS/PREF/ST/PRE/1356/2016-17 and according to this In-principle Approval, the Company is require to disclose the details of Ultimate Beneficial Owner of the Non-Promoter allottee/s and get the same ratified by the Shareholders in their meeting. Therefore, the Company has proposed the following resolution in compliance with Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

**“RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Regulations and Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”) or any other relevant authority from time to time, the Company has passed a Special Resolution on 29<sup>th</sup> September, 2016 for issuance of 5,00,000 CCD’s convertible into equal number of equity shares on preferential basis to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 and now the resolution so passed is ratified to the extent for disclosure of details of Ultimate Beneficiary Owner under Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Ultimate Beneficial Owner is M/s. Edelweiss Financial Services Limited (EFSL which is a listed company).

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and matters as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose, including without limitation to issue clarifications on the offer, issue and allotment of the CCDs and conversion of CCDs into CCD Shares, to execute all such writings and instruments and enter into arrangement/ agreements as the Board may in its absolute discretion deem necessary or desirable for the purpose of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the CCDs, conversion of CCDs into CCD Shares and utilisation of proceeds of the CCDs, take all others steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing in the best interest of the Company and its Shareholders.

**FURTHER RESOLVED THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental/statutory authorities etc. and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to the aforesaid resolution.”

**Registered Office:**

BSEL Tech Park, B - Wing,  
10<sup>th</sup> Floor, Sector 30-A, Vashi,  
Navi Mumbai - 400 703.  
Tel.: 91 22 6794 2222  
Fax: 91 22 6794 2111/333  
Email: shares@wanbury.com  
Website: www.wanbury.com  
CIN: L51900MH1988PLC048455

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

Sd/-  
**Jitendra J. Gandhi**  
**Company Secretary**

Navi Mumbai, 28<sup>th</sup> May, 2018

## NOTES:

1. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 1<sup>st</sup> June, 2018 ("Cut-off date"). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 1<sup>st</sup> June, 2018 will be considered for the purpose of voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
4. Resolutions passed by the Members by way of postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [jitendra.gandhi@wanbury.com](mailto:jitendra.gandhi@wanbury.com). The Registrar and Share Transfer Agent / Company shall forward the same along with Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 1<sup>st</sup> June, 2018 ("Cut-off date"). The postal ballot period commences on 8<sup>th</sup> June, 2018 from 09:00 A.M. and ends on 7<sup>th</sup> July, 2018 at 05:00 P.M.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 05:00 P.M.) on 7<sup>th</sup> July, 2018. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 05:00 P.M. on 7<sup>th</sup> July, 2018, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit her report to the Chairperson or any authorized person after the completion of scrutiny, and the result of the postal ballot will be announced by the Chairperson or any authorized person of the Company duly authorized, on or before 9<sup>th</sup> July, 2018 at the Registered office of the Company and will also be displayed on the Company's website at [www.wanbury.com](http://www.wanbury.com) and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agent on the said date.

12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

### Voting through electronic means

13. In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 and Sections 108, 110 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and SS-2 as amended from time to time, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. The instructions for e-voting are as follows:

- (i) The e-voting period begins on 8<sup>th</sup> June, 2018 at 9:00 A.M. and ends on 7<sup>th</sup> July, 2018 at 5:00 P.M. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 1<sup>st</sup> June, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members.
- (iv) 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. Members holding shares in Physical Form should enter Registered Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in dematerialised form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Dematerialised Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialised shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</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/ Regd. Folio Number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN of Wanbury Limited**.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - 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.
- (xx) In case you have any queries or issues regarding 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).

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

M/s. Jayantilal Thakkar & Co., Chartered Accountants, (Firm Registration No. 104133W), Mumbai have tendered their resignation from the position of Statutory Auditors due to pre-occupation of work, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of Statutory Auditors can be filled by the Board subject to the approval of the Members. As per the recommendation of the Audit Committee, the Board proposes and recommends that M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jayantilal Thakkar & Co., Chartered Accountants, and who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, shall be in accordance with the conditions prescribed under Section 139 and they satisfy the criteria provided in Section 141 of the Companies Act, 2013.

#### **Brief Profile:**

M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai is a professionally managed firm and was established in the year 1964. The firm is situated in the heart of the business area, next to Bombay Stock Exchange on Hamam Street, Mumbai - 400 001, India and is adequately equipped with all necessary infrastructure. The firm has professional unit specialized in subject such as Management and Systems Consultancy, Operational and Efficiency Audits, Concurrent Audits of major banks, NSE/BSE/SEBI Inspections, Taxation of Corporate Bodies, Company Law Affairs and other related matters.

In view of above, you are requested to grant your consent to the passing of Ordinary Resolution contained in Item No. 1 as set out in Postal Ballot Notice dated 28<sup>th</sup> May, 2018.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested financially or otherwise in the said resolution.

#### **ITEM NO. 2: RATIFICATION OF THE SPECIAL RESOLUTION PASSED AT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING REGARDING THE ISSUE/ALLOTMENT OF CCD'S CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LTD. (EARC) AS A TRUSTEE OF EARC TRUST SC 145:**

The Company has passed the Special Resolution in its 28<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> September, 2016 vide Resolution No. 7 for the issue/allotment of CCDs convertible into equal number of equity shares on

preferential basis to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145. However, in Explanatory statement of the resolution the details of Ultimate Beneficial Owner of the allottee i.e. M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 was not mentioned as per requirement of Regulation 73(1)(e) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Company has received the In Principle Approval from BSE Limited on 13<sup>th</sup> October, 2016 vide their letter no. DCS/PREF/ST/PRE/1356/2016-17 and according to this In Principle Approval, the Company is required to disclose the details of Ultimate Beneficial Owner of the Non-Promoter allottee/s and get the same ratified by the Shareholders in their meeting. Therefore the Company has proposed the said resolution in compliance with Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the details of Ultimate Beneficial Owner is as under:

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner/s	Pre-Issue no. of Equity Shares / Preferential Shares	Number of Equity Shares
1.	M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145	Non-Promoter	M/s. Edelweiss Financial Services Limited (EFSL which is a listed company)	Nil	5,00,000

This resolution is rectified in compliance of Letter issued by BSE Limited on 13<sup>th</sup> October, 2016 vide their letter no. DCS/PREF/ST/PRE/1356/2016-17.

None of the Directors, Key Managerial Personnel & their Relatives are in any way, concerned or interested financially or otherwise in the said resolution.

In view of above, you are requested to grant your consent to the passing of Special Resolution contained in Item No. 2 as set out in Postal Ballot Notice dated 28<sup>th</sup> May, 2018.

**Registered Office:**

BSEL Tech Park, B - Wing,  
10<sup>th</sup> Floor, Sector 30-A, Vashi,  
Navi Mumbai - 400 703.  
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Email: shares@wanbury.com  
Website: www.wanbury.com  
CIN: L51900MH1988PLC048455

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

Sd/-  
**Jitendra J. Gandhi**  
Company Secretary

Navi Mumbai, 28<sup>th</sup> May, 2018