



**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 **Monday, 21<sup>st</sup> day of August, 2023** 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, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, Maharashtra, India.

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF MR. MOHAN KUMAR RAYANA (DIN: 07878975) AS WHOLE TIME 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) and other applicable provisions of the Act and SEBI Listing Regulations as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 11<sup>th</sup> July, 2023 and subject to such other approvals, as may be necessary, and after notifying all the directors then present in India about the meeting and about the resolution, by specific notice consent of the members of the Company through Special Resolution, be and is hereby, accorded for the appointment of Mr. Mohan Kumar Rayana (DIN: 07878975) as Whole Time Director of the Company for the period of 3 (three) years w.e.f. 21<sup>st</sup> August, 2023 upto 20<sup>th</sup> August, 2026 on such terms and conditions as set out in the explanatory statement to the notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Mohan Kumar Rayana in the best interests of the Company and as may be permissible by law whose period of office shall 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 SEBI Listing Regulations, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any other guidelines prescribed by the Government from time to time.

**FURTHER RESOLVED THAT** Mr. Mohan Kumar Rayana, shall not be entitled to any sitting fees for attending the meeting of the Board of Directors and/ or committee of Directors.

**FURTHER RESOLVED THAT** Mr. K. Chandran, Vice Chairman and/or Mr. Jitendra J Gandhi, Company Secretary of the company, be and are hereby, severally authorized to sign, file all forms, documents, papers, writings etc. with the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and to do all such acts deeds, things and matters which may be necessary in this behalf to give full effect to the foregoing resolution.”

#### **2. APPOINTMENT OF MS. ANUPAMA VAIDYA (DIN: 02713517) 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 (“the Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 Regulation 17(1C) and Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and other applicable provisions of the Act and SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their meeting dated 11<sup>th</sup> July, 2023, 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 Regulation 16(1)(b) of SEBI Listing

Regulations in the prescribed manner, be and is hereby appointed as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from 21<sup>st</sup> August, 2023 upto 20<sup>th</sup> August, 2028, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits of Section 197 of the Companies Act, 2013 and any other applicable provisions under the Act and SEBI Listing Regulations, if any, 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 SEBI Listing Regulations, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any other guidelines prescribed by the Government from time to time.

**FURTHER RESOLVED THAT** Mr. K. Chandran, Vice Chairman and/or Mr. Jitendra J Gandhi, Company Secretary of the company, be and are hereby, severally authorized to sign, file all forms, documents, papers, writings etc. with the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and to do all such acts deeds, things and matters which may be necessary in this behalf to give full effect to the foregoing resolution.”

**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, 11<sup>th</sup> July, 2023

**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 No. 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, 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, Circular No. 20/2021 dated 8th December 2021, Circular No. 03/2022 dated 5th May 2022 and Circular No. 11/2022 dated 28<sup>th</sup> December 2022 (“**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 read with SEBI Circular number SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079 dated 3<sup>rd</sup> June, 2022 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. 21<sup>st</sup> August, 2023. 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 Register of Members and Share Transfer Book 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.

8. 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) 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.
9. Since the EGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.
10. 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) 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 Shareregistry (India) Private Limited for receiving all communications from the Company electronically.
11. 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.
12. 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 ("**SEBI 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 2** herein above.
13. **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 SEBI 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 SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **18<sup>th</sup> August, 2023 at 09:00 A.M. and ends on 20<sup>th</sup> August, 2023 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 **Monday, August 14, 2023 (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 the SEBI Listing Regulations, 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.

- (iv) 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 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' 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> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</li> </ol>

	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.
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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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
- 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:

<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>	<p>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:</p> <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>
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- (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:**

- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- 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.
- 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.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
- 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. MOHAN KUMAR RAYANA (DIN: 07878975) AS WHOLE TIME DIRECTOR:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 11<sup>th</sup> July, 2023, proposed Mr. Mohan Kumar Rayana holding Director Identification Number (**DIN : 07878975**), aged 65 years, appointment as Whole-time Director of the Company, liable to retire by rotation, for a term of 3 (three) years with effect from 21<sup>st</sup> August, 2023 upto 20<sup>th</sup> August, 2026 along with terms and conditions with respect to remuneration pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

The Company has received from Mr. Mohan Kumar Rayana, (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; and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 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.

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

Mr. Mohan did his graduation in pharmacy B. Pharm from University of Mumbai. He was engaged as a business and management advisor with more than 25 years in Wanbury in advisory role.

With more than two decades of Pharma experience, Mohan brings in valuable experience to the Board in his role and capacity. He was actively engaged in the area of Business strategy, general management, talent enrichment at key senior positions, team building, acquisitions and mergers, problem solving, fund raising and debt settlement.

**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:**

<b>Name</b>	<b>Mr. Mohan Kumar Rayana</b>
Age	65 years
DIN	07878975
Date of first appointment as Director on the Board	Not applicable
Qualification	Graduate in pharmacy B. Pharm from University of Mumbai
Brief resume or profile of the director	Mentioned above
Nature of expertise in specific functional areas	Pharmacy
Terms and conditions of appointment	As decided by the Board of Directors (including Nomination & Remuneration Committee) and as extracted above.
Shareholding in the listed entity, including shareholding as a beneficial owner	Mr. Mohan Kumar Rayana does not directly hold any Equity Shares of the Company. However, Mr. Mohan Kumar Rayana holds 87.50% shareholding in Akkadian Trading and Marketing Private Limited and Gunbow infotech and Datacom Private Limited. Both these entities hold 50% each in Expert Chemicals (India) Pvt Ltd, which is the Promoter of the Company.
Details of remuneration sought to be paid	Mr. Mohan Kumar Rayana will not draw any remuneration from the Company as Whole-time Director
Last drawn remuneration from the Company (up to 31 March, 2023)	Not Applicable
Number of Board meetings Attended during the FY 31 March, 2023	Not Applicable
Membership / Chairmanship of Committees in Wanbury Limited	Nil
Names of Unlisted Companies (private & public) in which person holds Directorship	1. Akkadian Trading and Marketing Private Limited 2. Gunbow Infotech and Datacom Private Limited
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	Nil
Names of listed entities in which the person also holds the directorship	NIL
Names of listed entities in which the person holds membership/ Chairmanship in Committees of the board	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Disclosure of relationships between directors inter-se	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.



REMUNERATION: Mr. Mohan Kumar Rayana will not draw any remuneration from the Company as Whole Time Director.

TERMINATION OF CONTRACT: The Company and Mr. Mohan Kumar Rayana are entitled to terminate the contract by giving not less than 90 (ninety days) notice to either party.

Mr. Mohan Kumar Rayana is not inter-se related with any other Director or Key Managerial Personnel of the Company. Mr. Mohan Kumar Rayana does not hold any share in the Company.

In compliance with Section 190 of the Companies Act, 2013, terms of service and remuneration of the abovementioned Director would be available for inspection of the Members in physical or in electronic form at the registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours on any working day. After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointment of Mr. Mohan Kumar Rayana as a Whole Time Director will be beneficial to the Company and has recommended the Resolution at Item No.1 of this Notice relating to the appointment of Mr. Mohan Kumar Rayana as a "Whole time Director", liable to retire by rotation for a period of 3 (three) years commencing from 21<sup>st</sup> August, 2023 on the terms and conditions and remuneration as set out in resolution no. 1 to this Notice, for approval of shareholders of the Company.

Mr. Mohan Kumar Rayana is interested in the resolution set out at Item No. 1 of the Notice. The relatives of Mr. Mohan Kumar Rayana may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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 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 11<sup>th</sup> July, 2023, proposed Ms. Anupama Vaidya, aged 51 years, appointment as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years with effect from 21<sup>st</sup> August, 2023 upto 20<sup>th</sup> August, 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 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 "SEBI Listing Regulations"); (iv) Confirmation in terms of Regulation 25(8) of the SEBI 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 June 20, 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, Mafatal 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. Ms. 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.

**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:**

<b>Name</b>	<b>Ms. Anupama Vaidya</b>
Age	51 years
DIN	02713517
Date of first appointment as Director on the Board	17 <sup>th</sup> March, 2022
Qualification	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
Brief resume of the director	As detailed above
Nature of expertise in specific functional areas	Human Resource Development
Terms and conditions of appointment	As decided by the Board of Directors (including Nomination & Remuneration Committee) and as extracted above.
Shareholding in the listed entity, including shareholding as a beneficial owner	Nil
Details of remuneration sought to be paid	As decided by the Board of Directors (including Nomination & Remuneration Committee) and as extracted above.
Last drawn remuneration from the Company (up to 31 March, 2023)	N.A.
Number of Board meetings Attended during the FY 31 March, 2023	Four (4) upto 16th March, 2023
Membership / Chairmanship of Committees in Wanbury Limited	1) Member in Audit Committee upto 16th March, 2023 2) Member in Nomination and Remuneration Committee upto 16th March, 2023 3) Member in Stakeholders Relationship Committee upto 16th March, 2023
Names of Unlisted Companies (private & public) in which person holds Directorship	NIL
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	NIL
Names of listed entities in which the person also holds the directorship	Platinumone Business Services Limited
Names of listed entities in which the person holds membership/ Chairmanship in Committees of the board	1) Chairperson in Audit Committee 2) Member in Nomination and Remuneration Committee 3) Member in Stakeholders Relationship Committee
Names of listed entities from which the person has resigned in the past three years	NIL
Disclosure of relationships between directors inter-se	No relationship between Ms. Anupama Vaidya and other directors
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No relationship between Ms. Anupama Vaidya and other directors, Manager and other Key Managerial Personnel

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 SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

The Nomination & Remuneration Committee on the basis of performance evaluation and taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Anupama Vaidya's qualifications and the rich experience of over 3 (three) decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Anupama Vaidya continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company

Ms. Anupama Vaidya is interested in the resolution set out at Item No. 2 of the Notice. The relatives of Ms. Anupama Vaidya may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, 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.

**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, 11<sup>th</sup> July, 2023

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