

NOTICE

Notice is hereby given that the **Thirty Sixth (36th)** Annual General Meeting of the Members of Wanbury Limited will be held on **Friday, 27 day of September 2024 at 11:30 A.M.** at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703 to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 March, 2024 along with the Reports of Board of Directors and Auditors thereon; and
 - b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 March, 2024 along with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

To ratify the remuneration payable to M/s. Manish Shukla & Associates, Cost Accountant, (Firm Registration No 101891), Mumbai, the Cost Auditor of the Company, for conducting cost audit for the Financial Year 2024-2025.

“**RESOLVED THAT**, pursuant to Section 148 (3) of the Companies Act, 2013 and Rule 6(2) of the Companies (Cost Records and Audit Rules) 2014 (including any amendments thereto or any statutory modification(s) or re-enactment (s) thereof for the time being in force), the remuneration payable to, **M/s. Manish Shukla & Associates, (Firm Registration No.101891), Mumbai, the Cost Auditor of the Company**, who were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2024-2025, amounting to ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified.”

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

To appoint Mr. Mridul Mehta (DIN – 10177545) as Non-executive Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and as per recommendation of the Nomination & Remuneration Committee and Board of Directors, Mr. Mridul Mehta (DIN – 10177545), who has submitted a consent to act as director and a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and the Listing Regulations, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 years with effect from 12 August, 2024 upto 11 August, 2027, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and Listing Regulations, 2015, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time.”

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

5. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

To approve and ratify the appointment of statutory auditors to fill casual vacancy:

“RESOLVED THAT pursuant to the provisions of Sections 139(8) and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to ratify the appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants, (Firm Registration No. 104803W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W) for the period from 12 August, 2024, until the conclusion of 36th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

To appoint M/s. Kapoor & Parekh Associates, Chartered Accountants as the Statutory Auditors of the Company:

“RESOLVED THAT pursuant to provisions of Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Kapoor & Parekh Associates, Chartered Accountants, (Firm Registration No. 104803W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 67942222
Fax: 91 22 67942111/333
Email: cs@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Mumbai, 12 August, 2024

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as per **Item No. 3, 4, 5 & 6** herein above, is annexed hereto and forms part of this Notice. The disclosures of the Directors seeking re-appointment and Statutory Auditors seeking appointment, as required in terms of Regulation 36(3) and Regulation 36(5) respectively of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. Accordingly, the facility for appointment of proxies by the Members will be available for the AGM and hence the Proxy Form and Attendance Slip are 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 AGM and cast their votes through e-voting.
3. 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 AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to cs@wanbury.com with a copy marked to helpdesk.evoting@cdslindia.com, at least 48 hours before the commencement of AGM.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. 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 AGM, i.e. 27 September, 2024. Members seeking to inspect such documents can send an email to cs@wanbury.com
5. The Register of Members and Share Transfer Books of the Company will remain closed from, **Saturday, 21 September, 2024 to Friday, 27 September, 2024**, (both days inclusive) for the purpose of Annual General Meeting.
The e-voting period will commence on **Tuesday, 24 September, 2024 at 9:00 a.m.** and will end on **Thursday, 26 September, 2024 at 5:00 p.m.** During this period, the Members of the company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Friday, 20 September, 2024** may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **20 September, 2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being 20 September, 2024**.
6. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
7. The Members are requested to notify changes, if any, immediately in their registered address: (i) to the Company's **Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Ind. Estate, J . R. Boricha Marg, Lower Parel (East), Mumbai - 400 011, Telephone No.: +91-22 – 2301 0771 / 4961 4132, E-mail: support@purvashare.com** in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.
8. Members who hold Shares in Dematerialized Form are requested to write their Client ID and DP ID numbers and those who hold shares in Physical Form are requested to write their Registered Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
9. Shareholders desiring any information as regards to the accounts of the Company are requested to write to the Company at least seven days in advance of the Annual General Meeting; so that the information to the extent practicable can be made available at the Annual General Meeting.
10. Pursuant to Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the Financial Year 2009-2010 to Investor Education and Protection Fund ("the IEPF") established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company at www.wanbury.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
11. a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, transferred to the IEPF Authority, 3,38,865 shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.html> or contact to **Purva Sharegistry (India) Pvt. Ltd.**, for lodging claim for refund of shares and / or dividend from the IEPF Authority.

12. SEBI has decided that securities of listed companies can be “transferred” only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
13. Since the AGM will be held at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703, Maharashtra, India the route map is attached to this Notice.
14. 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 / Purva Shareregistry (India) Pvt. Ltd, if not registered with the Company as mandated by SEBI.
 - b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company’s website at www.wanbury.com.
 - c. are requested to register / update their e-mail address with the Company/ Purva Shareregistry (India) Pvt. Ltd for receiving all communications from the Company electronically.
15. 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.
16. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of 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 6** herein above.
17. **Process and manner for Members opting for Remote e-voting and e-voting during AGM are as under:**

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on **Tuesday 24 September, 2024 at 9:00 a.m.** and ends on **Thursday 26 September, 2024 at 5:00 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 (record date) of 20 September, 2024** 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, read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.

- (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 the relevant <Company Name> on which you choose to vote.
- (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.
- (xiv) 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@wanbury.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

ANNEXURE TO NOTICE**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTORS.**

Details of Directors seeking re-appointment at the Annual General Meeting 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:

ITEM NO. 2.

Name	Mr. K. Chandran
Age	66 years
DIN	00005868
Date of first appointment as Director on the Board	23 January, 2001
Qualification	Graduate
Brief resume or profile of the director	Mentioned above
Nature of expertise in specific functional areas	Pharmaceutical Industry Mr. K. Chandran has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company. Mr. K. Chandran fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.
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, 2024)	Not Applicable
Number of Board meetings Attended during the FY 31 March, 2024	5
Membership / Chairmanship of Committees in Wanbury Limited	Audit Committee (M) Stakeholders Relationship Committee (M)
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	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.

ITEM NO 3: RATIFICATION OF THE REMUNERATION PAYABLE TO M/S. MANISH SHUKLA & ASSOCIATES, COST ACCOUNTANTS, MUMBAI, FOR CONDUCTING COST AUDIT FOR THE FINANCIAL YEAR 2024-2025.

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Manish Shukla & Associates, (Firm Registration No.101891), Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31 March, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Manish Shukla & Associates, Cost Auditor is required to be ratified by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relative(s) are in any way concerned or interested, financially or otherwise, in passing of this Resolution.

Accordingly, consent of the Members is sought and the Board recommends passing of the Ordinary Resolution as set out in Item No. 3 of the accompanying notice for approval of the Shareholders.

ITEM NO. 4: APPOINTMENT OF MR. MRIDUL MEHTA (DIN – 10177545) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

Based on the recommendation of the Nomination and Remuneration Committee and considering the background and experience, the association of Mr. Mridul Mehta as a Non-executive Independent Director would be beneficial to the Company, the Board, at its meeting held on 12.08.2024, proposed his appointment as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of Three (3) years with effect from 12.08.2024 upto 11.08.2027. [The Company has, in terms of Section 160(1) of the Companies Act 2013 ("Act") received in writing a notice from a Member, proposing his candidature for the office of Director.]

The Company has received from Mr. Mridul Mehta, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164 of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20 June, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

Mr. Mridul Mehta is a BE in Computer Science from the Maharaja Sayajirao University Baroda. He has completed his MBA in Finance from IIM Bangalore

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

Name	Mr. Mridul Mehta
Age	59 years
DIN	10177545
Date of first appointment as Director on the Board	12 August, 2024
Qualification	1. Graduate in BE in Computer Science from the Maharaja Sayajirao University Baroda 2. MBA in Finance from IIM Bangalore
Brief resume or profile of the director	Mentioned above
Nature of expertise in specific functional areas	Business Strategy, Consulting, Investment Banking, Management
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, 2024)	Not Applicable
Number of Board meetings Attended during the FY 31 March, 2024	Not Applicable
Membership / Chairmanship of Committees in Wanbury Limited	Nil
Names of Unlisted Companies (private & public) in which person holds Directorship	1. Valueadd Advisors 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.

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

In the opinion of the Board, Mr. Mridul Mehta is a person of integrity, fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

The Board recommends the passing of this (Item no.4) 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. 5 & 6

The members of the Company at its 34th Annual General Meeting held on 28 September, 2022 had appointed M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W) as the Statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company.

However, M/s. V. Parekh & Associates due to their preoccupation of other assignments, vide their letter dated 12 August, 2024 have resigned as the Statutory Auditors of the Company with immediate effect which resulted into casual vacancy in the office of Statutory Auditor of the Company.

The Board of Directors at its meeting held on 12 August, 2024, on the recommendation of the Audit Committee, had considered and appointed M/s. Kapoor & Parekh Associates, Chartered Accountants, (Firm Registration No. 104803W) as Statutory Auditor of the Company in the casual vacancy caused by the resignation of M/s. V. Parekh & Associates to hold office until the conclusion of the 36th Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company. However, this appointment is subject to approval and ratification of the Members in this Annual General Meeting.

The Company has received consent letter and eligibility certificate from M/s. Kapoor & Parekh Associates, Chartered Accountants to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, the Chartered Accountants Act, 1949 and rules and regulations framed thereunder.

The brief profile of the M/s. Kapoor & Parekh Associates is as follows:

Mr. S. S. Kapoor started the firm S. S. Kapoor & Co. in 1961. Thereafter in 1983, S. S. Kapoor with Nilesh Parekh established Partnership Firm Kapoor & Parekh Associates. As the firm grew, Mr. Nikhil Patel and Mr. Ankit Parekh joined the firm as Partners. The Firm is spearheaded by three Partners who all are Chartered Accountants in providing Services to the clients with highest level of quality, integrity & ethics. The firm specializes in providing various professional services in diverse areas such as Audit & Assurance, Direct Taxes and business Advisory Services.

The Audit Committee has proposed Rs. 35,00,000/- per annum to be paid as remuneration to M/s. Kapoor & Parekh Associates. (Rs. 20 Lakhs per annum was paid to M/s V. Parekh & Associates).

There is material change in fee agreed with M/s Kapoor & Parekh as compared to the erstwhile Statutory Auditors due to enhanced size of the operations of the Company, scope of services and experience, profile and caliber of the proposed Auditors. The fees is reasonable and is commensurate with the experience and scope of work.

Accordingly, the consent of the Members is sought for passing the Resolutions as set out in Item No. 5 of the Notice for appointment of M/s. Kapoor & Parekh Associates in the casual vacancy in the office of statutory auditor caused by resignation of M/s V. Parekh & Associates and payment of remuneration.

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 12 August, 2024, has also considered and recommended the appointment to the members of the Company of M/s. Kapoor & Parekh Associates, Chartered Accountants, (Firm Registration No. 104803W), who were appointed to fill casual vacancy, as Statutory Auditors of the Company to hold the office from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.

Accordingly, consent of the Members is sought for passing the Resolutions as set out in Item No. 6 of the Notice for appointment of M/s Kapoor & Parekh Associates as Statutory Auditors from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company and payment of remuneration to them.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Item No.5 & 6. The Board recommends the resolutions set out at Item No. 5 & 6 of the accompanying Notice for approval of the members of the Company.

Registered Office:

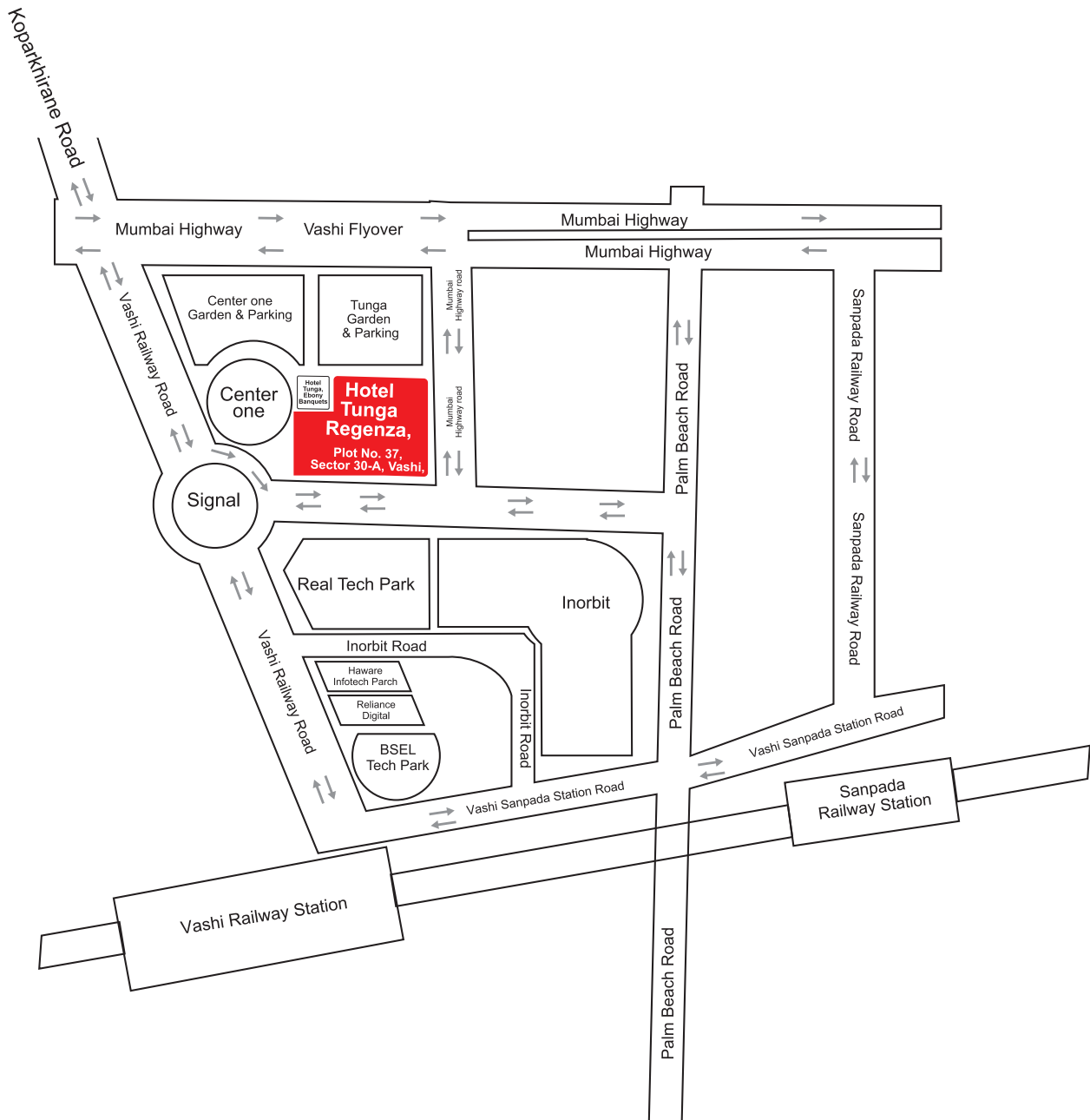
BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 67942222
Fax: 91 22 67942111/333
Email: cs@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Mumbai, 12 August, 2024

Route Map for 36th Annual General Meeting to be held on Friday, 27th day of September, 2024 at 11:30 A.M.
at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703, Maharashtra, India.



WANBURY LIMITED

Address: BSEL Tech Park, B - Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703.
CIN: L51900MH1988PLC048455 www.wanbury.com

PROXY FORM
FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____

Folio No. / DP ID and Client ID: _____

I/We, being the Member(s) holding _____ shares of the above named
Company, hereby appoint:

1. Name: _____ E-mail ID: _____

Address: _____

Signature of Proxy holder: _____ or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature of Proxy holder: _____ or failing him/her

3. Name: _____ E-mail ID: _____

Address: _____

Signature of Proxy holder: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting, to be held on **Friday, 27th September, 2024 at 11:30 A.M., Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For	Against
1.	Ordinary Resolution for adoption of: a) the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 March, 2024 along with the Reports of Directors and Auditors thereon. b) the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 March, 2024.		
2.	Ordinary Resolution for Re-appointment of Mr. K. Chandran (DIN-00005868), Director of the Company liable to retire by rotation.		
3.	Ordinary Resolution for Ratification of Remuneration payable to M/s. Manish Shukla & Associates, Cost Accountant, (Firm Registration No 101891), Mumbai, the Cost Auditor of the Company, for conducting cost audit for the Financial Year 2024-2025.		
4.	Special Resolution for Appointment of Mr. Mridul Mehta (DIN – 10177545) as Non-executive Independent Director		
5.	Ordinary Resolution for approval and ratification of the appointment of statutory auditors to fill casual vacancy		
6.	Ordinary Resolution for appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants as the Statutory Auditors of the Company		

Signed this _____ day of _____ 2024.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



WANBURY LIMITED

CIN: L51900MH1988PLC048455

Registered & Head Office: BSEL Tech Park, B - Wing, 10th Floor, Sector 30-A,

Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, India

Tel.: +91-22-67942222, Fax: +91-22-67942111/333

E-mail: shares@wanbury.com, Website: www.wanbury.com

ATTENDANCE SLIP

36TH ANNUAL GENERAL MEETING – FRIDAY, 27TH SEPTEMBER, 2024

DP ID- Client ID/ Folio No.	
Name & Address of Sole Member	
Name of the Joint Holder(s)	
No. of Shares held:	

I/We hereby record my/our presence at the 36th Annual General Meeting of the Members of Wanbury Limited to be held on **Friday, 27 day of September, 2024** at 11:30 A.M. at **Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703. Maharashtra, India**

Name of the Member/Proxy

Signature of the Member/Proxy

Members/Proxy holders are requested to fill in Attendance Slip and hand it over at the entrance of the meeting hall.

.....cut here.....

REMOTE ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD
240829046		

Note: Please read the complete instructions given under the Note (the instructions for Shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from **Tuesday, 24 September, 2024 at 09:00 a.m. and ends on Thursday, 26 September, 2024 at 05:00 p.m.** The voting module shall be disabled by CDSL for voting thereafter.