

NOTICE

Notice is hereby given that the **Thirty Seventh (37th)** Annual General Meeting of the Members of Wanbury Limited will be held on **Thursday, September 18, 2025 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, Sector 30A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703, Maharashtra, India** 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, 2025 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, 2025 along with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Mohan Kumar Rayana (DIN: 07878975), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **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 2025-2026:**

To consider and, if thought fit, to pass with or without modification (s), the following resolutions as an **Ordinary Resolution**:

“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 2025-2026, amounting to ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified.”

4. **To appoint Mr. Chandran Krishnamoorthy (DIN: 00005868) as the Whole-time Director of the Company and to fix his remuneration:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Applicable Law”), applicable provisions of Article of Association of the Company [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and such other approvals, permissions, and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Chandran Krishnamoorthy (DIN: 00005868) as the Whole-time Director of the Company for a period of 5 years (Five years) with effect from 18th September, 2025 and to fix payment of the remuneration of on the terms as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (which term shall be deemed to include any committee thereof) to alter and vary the terms and conditions of the remuneration within the overall limit as approved by the Members and provisions of Applicable Law.

FURTHER RESOLVED THAT all other terms and conditions as per the Human Resource policy of the Company be and is hereby applicable including allowances, earned/privilege leave and gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profit in any financial years during tenure of services of Mr. Chandran Krishnamoorthy as the Whole-time Director of the Company, the aforementioned amount of salary, commission, perquisites, and other allowances be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Act.

FURTHER RESOLVED THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration to Mr. Chandran Krishnamoorthy as per the terms as stated in the explanatory statement annexed to the Notice, notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act, 2013, during his tenure.

FURTHER RESOLVED THAT pursuant to Section 196(3), 197 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company at its meeting held on August 04, 2025, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of Mr. Chandran Krishnamoorthy, who will attain the age of 70 years, as Whole Time Director of the Company, till the end of his tenure as mentioned above.

FURTHER RESOLVED THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Act, the Board of Directors (including any Committee duly authorised therewith) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Chandran Krishnamoorthy be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by Applicable Law.

FURTHER RESOLVED THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

5. To fix the remuneration of Mr. Mohan Kumar Rayana (DIN: 07878975), Whole-time Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Applicable Law”), applicable provisions of Article of Association of the Company [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to fix payment of the remuneration of Mr. Mohan Kumar Rayana (DIN: 07878975), Whole-time Director of the Company for his current tenure i.e. up to August 20, 2026. on the terms as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (which term shall be deemed to include any committee thereof) to alter and vary the terms and conditions of the remuneration within the limit as approved by the Members and applicable provisions of Applicable Law.

FURTHER RESOLVED THAT all other terms and conditions as per the Human Resource policy of the Company be and is hereby applicable including allowances, earned/privilege leave and gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial years during tenure of services of Mr. Mohan Kumar Rayana as the Whole-time Director of the Company, the aforementioned amount of salary, commission, perquisites, and other allowances be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Act.

FURTHER RESOLVED THAT pursuant to the regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby also accorded to pay the remuneration to Mr. Mohan Kumar Rayana as per the terms as stated in the explanatory statement annexed to the Notice, notwithstanding that the remuneration payable to him in any year exceeds Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act, 2013, during his tenure i.e. up to August 20, 2026.

FURTHER RESOLVED THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

FURTHER RESOLVED THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Act, the Board of Directors (including any Committee duly authorised therewith) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Mohan Kumar Rayana be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by Applicable Law.

FURTHER RESOLVED THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

6. To Ratify the Appointment and Approve the Payment of Remuneration to Ms. Anisha Rayana, Relative of Director of the Company, Holding Office or Place of Profit:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendations of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for ratification of appointment of Ms. Anisha Rayana, relative of Mr. Mohan Kumar Rayana, Whole-time Director of the Company, to hold an office or place of profit as Management Trainee in the Company and approval for the payment of remuneration, not exceeding ₹ 60,00,000/- (Rupees Sixty Lakhs Only) per annum, including benefits, perquisites, allowances, amenities, and facilities in accordance with the policy of the Company, for the financial year 2025–2026.

FURTHER RESOLVED THAT the Board of Directors of the Company on the recommendation of the Nomination and remuneration Committee be and are hereby authorized to revise the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Ms. Anisha Rayana from time to time which shall not exceed an amount of Rs. 1,00,00,000/- (Rupees One Crore Only) per annum for subsequent years without any requirement of further approval of the members of the Company in General Meeting.

FURTHER RESOLVED THAT the Board or any duly constituted Committee of the Board and Company Secretary of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.

7. To Alter the Articles of Association:

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 Section 14 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act and rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded for deletion / partial modification of Articles and explanatory notes as provided hereunder:

Deletion of Article 2(al): “Seal” means the Common Seal for the time being of the Company.

Partial Modification of Article 18(2): Every certificate shall specify the shares to which it relates and the amount paid-up thereon.

Deletion of Article 71 and 72:

71. *In addition to the above, the Board may, at its absolute and uncontrolled discretion and without assigning or being under any obligation to give any reason, decline to register or acknowledge any transfer of shares and in particular, may so decline in any case in which the Company has a lien upon the shares or any of them or in the case of shares not fully paid-up whilst any moneys called or payable at a fixed time in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Board. The registration of a transfer shall be conclusive evidence of the approval by the Board of the transferee, but so far only as regards the share or shares in respect of which the transfer is so registered and not further or otherwise and not so as to debar the Board to refuse registration of any further shares applied for. If the Board refuses to register the transfer of any shares, notice of the refusal shall within two months from the date on which the instrument of transfer was delivered to the Company be sent to the Transferee and the Transferor.*

72. *On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.*

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Deletion of Article 184 and 185:

184. *The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.*

185. *Every deed or other instrument, to which the Seal of Deeds now executed the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by one Director and the Secretary or some other person appointed by the Board for the purpose. Provided that in respect of the Share Certificate the Seal shall be affixed in accordance with the relevant rules as may be applicable from time to time.*

FURTHER RESOLVED THAT the Board of Directors of the Company and Company Secretary be and are hereby authorised on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies."

8. To Appoint Ms. Kala Agarwal, Practicing Company Secretary as Secretarial Auditor, for a Period of Five (5) Years.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") other applicable provisions laws / statutory provisions, if any, as amended from time to time, and based on the recommendation of the Audit Committee and Board of Directors, Ms. Kala Agarwal, Practicing Company Secretary, Peer Review Number 1098/2021 (FCS No.: 5976 and COP No.: 5356) be and are hereby appointed as the Secretarial Auditor of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such terms and conditions including remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditor.

FURTHER RESOLVED THAT Board of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.

Registered Office:

BSEL Tech Park, B - Wing,
10th 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
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

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

**Jitendra J. Gandhi
Company Secretary**

Mumbai, August 04, 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as per **Item Nos. 3 to 8** herein above, is annexed hereto and forms part of this Notice. The disclosures required under Secretarial Standards – II regarding fixation of remuneration of the Directors 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 evoting@purvashare.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 electronically 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. 18th September, 2025. 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, **Friday, September 12, 2025 to Thursday, September 18, 2025** (both days inclusive) for the purpose of Annual General Meeting.
The e-voting period will commence on **Monday, September 15, 2025 at 9:00 a.m.** and will end on **Wednesday, September 17, 2025 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 Thursday, September 11, 2025** 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. **Thursday, September 11, 2025** 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 Thursday, September 11, 2025**.
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 immediately changes, if any, 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, 3,38,465 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. In light of the fact that the upcoming Annual General Meeting (AGM) will be conducted in **physical form**, we have duly included a detailed route map to the venue as an attachment to this Notice. This ensures that all attendees have clear guidance for their participation, aligning with our commitment to facilitate a smooth and accessible meeting for all stakeholders.
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 Sharegistry (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 Sharegistry (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 8** herein above.
17. **Process and manner for Members opting for Remote e-voting and e-voting during AGM are as under:**

THE INSTRUCTIONS 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 PURVA 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 Monday, September 15, 2025 at 9:00 a.m. and will end on Wednesday, September 17, 2025 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 Thursday, September 11, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva Sharegistry 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. 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

	For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed 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 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.

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 22 55 33
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 PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) 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 <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" 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 EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsd.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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 as mentioned in instruction (v).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) 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 <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva 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 attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

ITEM NO 3: 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 2025-2026.

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, 2026.

Based on the recommendation of the Audit Committee, the Board at its meeting, approved the appointment of M/s. Manish Shukla & Associates, Cost Accountants (Firm Registration No. 101891) as the Cost Auditors of the Company for the financial year 2025-26 at a remuneration of ₹ 2.50 Lakh (Rupees Two Lakh Fifty Thousand) plus applicable taxes and reimbursement of expenses incurred towards conduct of the audit of the Cost Records of the Company.

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 Notice for approval of the Shareholders.

ITEM NO. 4: To appoint Mr. Chandran Krishnamoorthy (DIN: 00005868) as the Whole-time Director of the Company and to fix his remuneration.

The Company had re-appointed Mr. Chandran Krishnamoorthy (DIN 00005868) as Whole-time Director of the Company for a period of three years from September 28, 2022 till September 27, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors upon recommendation from the Nomination and Remuneration Committee and approval of Audit Committee at their meeting held on August 04, 2025, approved the re-appointment of Mr. Chandran Krishnamoorthy for a period of 5 years with effect from 18th September, 2025 and fixed the remuneration payable to Mr. Chandran Krishnamoorthy – Whole time Director (DIN 00005868) subject to approval of members in ensuing general meeting.

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

Mr. Chandran Krishnamoorthy (DIN: 00005868) is a highly experienced professional with over three decades of expertise in corporate leadership and governance. He has been associated with Wanbury Limited since 1990. Under his leadership, the Company has made significant progress in strengthening its presence in the pharmaceutical sector, with a focus on operational excellence and strategic expansion. Mr. Krishnamoorthy brings deep industry insight and a results-driven approach to the Board. His strong business acumen and commitment to high standards of compliance have been instrumental in guiding the Company through various phases of growth and transformation. He has played a key role in enhancing stakeholder value and ensuring sound corporate governance practices. His contributions to board discussions and decision-making reflect his dedication and forward-thinking mindset. Mr. Krishnamoorthy continues to provide valuable leadership to Wanbury Limited in its journey of sustainable growth.

The details of remuneration proposed to be paid to Mr. Chandran Krishnamoorthy are set out below-

- i. **Fixed Remuneration:** Rs. 1,80,00,000/- (Rupees One Crore & Eighty Lakhs only) per annum with such increments as may be decided by the Board (including its Committee thereof) not exceeding 20% of the last drawn salary (effective from April 01 of each year) based on the annual performance and policy of the Company.
- ii. **Performance Linked Discretionary Bonus:** In addition to (i) above, he shall be paid variable pay up to 4% of the net profits of the Company computed in the manner laid down in Section 198 of the Act for the concerned financial year during his tenure as the Whole-time Director of the Company.

iii. Perquisites:

The maximum benefit value by way of perquisites will be subject to a ceiling of twice the amount of fixed remuneration, including but not limited to the following perquisites:

- a) **Housing:** Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation as per the Company's Policy.
- b) **House Maintenance:** Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.
- c) **Medical Expenses Reimbursement:** Reimbursement of all expenses incurred for self and his spouse, dependent children and his parents (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's policy.
- d) **Accidental Insurance:** Accidental insurance cover as per the Company's policy.
- e) **Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the Company's policy.
- f) **Contribution towards Provident Fund and Superannuation Fund and / or National Pension Scheme or Annuity Fund:** As per the Company's policy.
- g) **Other Benefits:** Leave and related benefits as per the Company's policy.
- h) **Other Allowances / benefits, perquisites:** any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Other terms and conditions including but not limited to:

1. Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.
2. Income Tax, if any, in respect of the aforesaid remuneration to be borne and paid by Mr. Chandran Krishnamoorthy.
3. The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

The total remuneration payable to Mr. Chandran Krishnamoorthy, Chairperson and Whole-time Director (DIN 00005868), including all the above shall not exceed the limit of ₹ 4,00,00,000 /- (Rupees Four Crores) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.

Mr. Chandran Krishnamoorthy (DIN: 00005868) as the Whole-time Director of the Company be paid such remuneration comprising of salary, commission on profit, and perquisites/benefits as may be determined by the Board or a committee duly constituted thereof from time to time within the maximum limits approved by the members of the Company.

In the absence or inadequacy of profits in any financial year during the period of his appointment as Whole-time Director, the Company shall pay to Mr. Chandran Krishnamoorthy (DIN 00005868) the above remuneration as the minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The terms and conditions of Mr. Chandran Krishnamoorthy (DIN 00005868) as the Whole-time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion, deem fits within maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereof.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- a) **Nature of Industry:** The Company is engaged into pharmaceutical.
- b) **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing company).
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** Not Applicable
- d) **Financial performance based on given indicators:**

Consolidated financial performance for financial year 2024-2025:

Particulars	Amount (Rs in crores)
Revenue from Operations	599.51
Other Income	3.49
Total Expenditure	(573.45)
Profit before tax	29.55
Profit after tax	30.53

- e) **Foreign investments or collaborations, if any:** The Company has foreign subsidiaries but no foreign collaborations.

2. Information about the appointee:

- a) **Background details:** Mr. Chandran Krishnamoorthy, aged 67 years is a Chairperson and Whole-time Director of the Company with more than 30 years' experience and knowledge of pharmaceutical industry. Mr. Chandran Krishnamoorthy fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013. He has been a backbone of the Company for identifying, negotiating and implementing new business opportunities. He has played an extremely crucial role in team building, infrastructure setup and clients addition.

During 2024-25, Mr. Chandran Krishnamoorthy (DIN: 00005868) Whole-time Director attended Six (6) Meetings of the Board of Directors. Aside from his directorship with Wanbury, Mr. Chandran Krishnamoorthy does not serve as a director in any other entity.

- b) **Past Remuneration:** Mr. Chandran Krishnamoorthy has not drawn any remuneration from the Company.
- c) **Job Profile and his Suitability:** Mr. Chandran Krishnamoorthy, (DIN:00005868) Chairperson Whole-time Director of the Company has been re-appointed from September 28, 2022 to September 27, 2025 at the Annual General Meeting held on 28th September, 2022 at the such terms & conditions mentioned in the Notice of the aforesaid AGM. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Nomination and Remuneration Committee and Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Chandran Krishnamoorthy shall continued to be availed.
- d) **Remuneration proposed Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Mr. Chandran Krishnamoorthy has vast experience in Management. He has rich experience of handling various areas of business and is well known in pharmaceutical industry. Mr. Chandran Krishnamoorthy has begun a lot of new initiatives in the Company since he joined as Whole-time Director. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.
- e) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mr. Chandran Krishnamoorthy has a relationship with the Company as Whole-time Director only. He does not hold any Equity Shares in the Company

3. Other Information:

- a) Reasons of loss or inadequate profits: **The Company has not made any loss or inadequate loss during the year.**
- b) Steps taken or proposed to be taken for improvement: **Not Applicable**
- c) Expected increase in productivity and profits in measurable terms: **Not Applicable**

During the continuation of his tenure as Whole - Time Director, Mr. Chandran Krishnamoorthy will attain the age of 70 years. In order to be compliant with the provisions of the Section 196 along with Schedule V of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Whole Time Director of the Company on attaining age of 70 years in light of his vast immense knowledge and experience which he has been contributing immensely in the growth of the Company and as approved by Board of Directors of the Company at its meeting held on August 04, 2025. Hence, approval of the members is also sought for the continuation of Mr. Chandran Krishnamoorthy as Chairman of the Company on attaining the age of 70 years.

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.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and remuneration payable to Mr. Chandran Krishnamoorthy (DIN: 00005868) Whole-time Director requires approval of members by passing Special Resolution.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointment and remuneration as stated above to Mr. Chandran Krishnamoorthy as a Whole-time Director will be beneficial to the Company and has recommended the Resolution at Item No. 4 of this Notice for approval of shareholders of the Company by way a special resolution.

The relevant details pursuant to the Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India are annexed below.

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

None of the Directors/Key Managerial Persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except Mr. Chandran Krishnamoorthy and his relatives to the extent of their shareholding in the Company.

Item No. 5: To fix the remuneration of Mr. Mohan Kumar Rayana (DIN: 07878975), Whole-time Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and the Board, the shareholders at its extra-ordinary general meeting held on August 21, 2023 appointed Mr. Mohan Kumar Rayana (DIN: 07878975) as Whole-time Director of the Company, liable to retire by rotation, for a term of 3 (three) years with effect from 21st August, 2023 upto 20th 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.

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

Mr. Mohan Kumar Rayana 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, Mr. Mohan Kumar Rayana 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.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors upon recommendation from the Nomination and Remuneration Committee and approval of Audit Committee at their meeting held on Thursday, May 15 2025 approved the remuneration payable to Mr. Mohan Kumar Rayana, Whole-time Director (DIN: 07878975) with effect from the date of approval of members in ensuing general meeting.

The details of remuneration proposed to be paid to Mr. Mohan Kumar Rayana are set out below-

- i. **Fixed Remuneration:** Rs. 2,00,00,000 /- (Rupees Two Crores Only) per annum with an annual increment not exceeding 20% of the last salary drawn (effective from April 01 of each year) based on the annual performance and policy of the Company.
- ii. **Performance Linked Discretionary Bonus:** In addition to (i) above, he shall be paid variable pay up to 4% of the net profits of the Company computed in the manner laid down in Section 198 of the Act for the concerned financial year during his tenure as the Whole Time Director of the Company.

iii. Perquisites:

The maximum benefit value by way of perquisites will be subject to a ceiling of twice the amount of fixed remuneration, including but not limited to the following perquisites:

- a) Housing: Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation as per the Company's Policy.
- b) House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.
- c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and his spouse, dependent children and his parents (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's policy.
- d) Accidental Insurance: Accidental insurance cover as per the Company's policy.
- e) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's policy.
- f) Contribution towards Provident Fund and Superannuation Fund and / or National Pension Scheme or Annuity Fund: As per the Company's policy.

- g) Other Benefits: Leave and related benefits as per the Company's policy.
- h) Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

Other terms and conditions including but not limited to:

1. Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.
2. Income Tax, if any, in respect of the aforesaid remuneration to be borne and paid by Mr. Mohan Kumar Rayana.
3. The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

The total remuneration payable to Mr. Mohan Kumar Rayana, Whole-time Director, including all the above shall not exceed the limit of ₹ 2,00,00,000 (Rupees Two Crores Only) per annum each as provided under the provision of the Companies Act, 2013.

In the absence of inadequacy of profits in any financial year during the period of his appointment as Whole-time Director, the Company shall pay to Mr. Mohan Kumar Rayana the above remuneration as the minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The terms and conditions of Mr. Mohan Kumar Rayana (DIN: 07878975) as the Whole-time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion, deem fits within maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereof.

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 directly.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- a) **Nature of Industry:** The Company is engaged into pharmaceutical.
- b) **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing company).
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** Not Applicable
- d) Financial performance based on given indicators:

Consolidated financial performance for financial year 2024-2025:

Particulars	Amount (Rs in crores)
Revenue from Operations	599.51
Other Income	3.49
Total Expenditure	(573.45)
Profit before tax	29.55
Profit after tax	30.53

- e) **Foreign investments or collaborations,** if any: The Company has foreign subsidiaries but no foreign collaborations.

2. Information about the appointee:

- a) **Background details:** Mr. Mohan Kumar Rayana, aged 66 years is a Whole-time Director of the Company with more than 25 years' experience and knowledge of pharmaceutical industry. Mr. Mohan Kumar Rayana fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013. He has been a backbone of the Company for identifying, negotiating and implementing new business opportunities. He has played an extremely crucial role in team building, infrastructure setup and clients addition.

During 2024-25, Mr. Mohan Kumar Rayana (DIN: 07878975) Whole-time Director attended Six (6) Meetings of the Board of Directors. Aside from his directorship with Wanbury, Mr. Mohan Kumar Rayana serves as a director in the following entities:

- i. Akkadian Trading and Marketing Private Limited and
- ii. Gunbow Infotech and Datacom Private Limited

- b) **Past Remuneration:** Mr. Mohan Kumar Rayana has not drawn any remuneration from the Company.
- c) **Job Profile and his Suitability:** Mr. Mohan Kumar Rayana (DIN: 07878975) as Whole-time Director of the Company, liable to retire by rotation, for a term of 3 (three) years with effect from 21st August, 2023 upto 20th August, 2026 at the such terms & conditions mentioned in the Notice of the aforesaid meeting. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Nomination and Remuneration Committee and Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Mohan Kumar Rayana shall continued to be availed.
- d) **Remuneration proposed Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Mr. Mohan Kumar Rayana has vast experience in Management. He has rich experience of handling various areas of business and is well known in pharmaceutical industry. Mr. Mohan Kumar Rayana has begun a lot of new initiatives in the Company since he joined as Whole-time Director. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.
- e) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mr. Mohan Kumar Rayana has a relationship with the Company as Whole-time Director only. He does not hold any Equity Shares in the Company directly. 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.

3. Other Information:

- a) Reasons of loss or inadequate profits: The Company has not made any loss or inadequate loss during the year.
- b) Steps taken or proposed to be taken for improvement: Not Applicable
- c) Expected increase in productivity and profits in measurable terms: Not Applicable

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.

In accordance with the provisions of Section 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed remuneration payable to Mr. Mohan Kumar Rayana, Whole-time Director requires approval of members by passing Special Resolution.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the remuneration as stated above to Mr. Mohan Kumar Rayana as a Whole-time Director will be beneficial to the Company and has recommended the Resolution at Item No.5 of this Notice for approval of shareholders of the Company by way a special resolution.

The relevant details pursuant to the Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India are annexed below.

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.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except Mr. Mohan Kumar Rayana and his relatives to the extent of their shareholding in the Company.

Item No. 06: To Ratify the Appointment and Approve the Payment of Remuneration to Ms. Anisha Rayana, Relative of Director of the Company, Holding Office or Place of Profit:

Ms. Anisha Rayana holds a B.A. degree with a double major in Economics and Political Science from the University of Loyola Marymount University in Los Angeles, USA. She has been associated with the Company since 2024. Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee's approval of the related party transaction, and considering her experience and qualifications, she was appointed as an employee of the Company, designated as Management Trainee, with effect from 10th October 2024.

Under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related party transactions are to be reviewed by the Audit Committee and approved by the Board. Further, as per the first proviso to Section 188(1), appointment of a related party to an office or place of profit at a monthly remuneration exceeding ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) requires prior approval of shareholders by passing an **Ordinary Resolution**.

As Ms. Anisha Rayana is the daughter of Mr. Mohan Kumar Rayana, Whole-time Director of the Company, her appointment constitutes an office or place of profit under Section 188(1)(f) of the Companies Act, 2013. Pursuant to Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, such appointment requires shareholder approval.

Her appointment is in the ordinary course of business and at arm's length basis, in accordance with the criteria set out in the Nomination and Remuneration Policy.

Although Ms. Anisha Rayana's current remuneration is below the statutory threshold, the Board, based on the recommendation of the Nomination and Remuneration Committee, proposes to approve and ratify the appointment and remuneration in accordance with Section 188(3) of the Act.

Her remuneration did not exceed the applicable statutory limits for shareholders' approval for the financial year 2024-25. Her annual remuneration for the financial year 2025-26 shall not exceed Rs. 60,00,000/- (Rupees Sixty Lakhs Only) per annum, which includes salary, perquisites, allowances, and other benefits, as per Company policy. The Board is authorized to revise the terms and/or enhance or vary the scope and quantum of remuneration and benefits payable to Ms. Anisha Rayana from time to time, provided such revisions do not exceed Rs. 1,00,00,000 (Rupees One Crore Only) per annum in subsequent years, without requiring further shareholder approval.

Accordingly, the Board recommends the resolution set out at **Item No. 6** for your approval by way of an **Ordinary Resolution**.

Except for Ms. Anisha Rayana, the appointee, and Mr. Mohan Kumar Rayana, Whole-time Director, none of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, other than to the extent of their respective shareholding, if any, in the Company.

Item No. 07: To Alter the Articles of Association.

It is proposed to amend the existing Articles of Association of the Company to align them with the amendments in the Companies (Amendment) Act, 2015 no. 21 of 2015 dated 25 May 2015, in the Companies Act, 2013 read with the Rules framed thereunder with regard to amendment in section 9, 12 and 223 of the Companies Act, 2013 about the requirement of Common Seal. Pursuant to these Amendments, requirement of common seal has become optional for the Companies. Accordingly, the clauses of the Articles of Association as mentioned in the Resolution are proposed to amend. These amendments are procedural in nature and for smooth functioning of activities.

Additionally, the right of refusal by the Board of Directors in relation to the transfer of shares is not applicable, as the Company's shares are listed. Accordingly, such provisions are redundant and have no legal effect under the current regulatory framework and hence proposed to be deleted.

The proposed draft Articles of Association after incorporating the changes as mentioned in the resolution is available for inspection at the registered office of Company on all working days (10:00 am to 5:00 pm) except Saturdays up to the date of the Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, interested or concerned in this resolution. The Board of Directors recommend the above resolution for your approval by way of a Special Resolution as set out at item no. 7 of the Notice.

Item No. 08: To Appoint Ms. Kala Agarwal, Practicing Company Secretary as Secretarial Auditor for a Period of Five (5) Years.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Kala Agarwal, Practicing Company Secretary (Membership No. 5976) has served as Secretarial Auditor of the Company for the financial year 2024-25.

Regulation 24A of the Listing Regulations, inter alia, provides that with effect from April 1, 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation and relevant circulars, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

The brief profile of Ms. Kala Agarwal is as follows: Kala Agarwal is a highly accomplished Company Secretary with over 2 decades of extensive experience in corporate law, compliance management, and governance advisory. She has a proven track record of guiding companies across diverse sectors through complex regulatory frameworks, including ROC filings, SEBI regulations, FEMA compliance, and corporate restructuring.

Taking into account the above requirements and considering factors such as technical skills, independence, industry experience, expertise, quality of audit practices the Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Ms. Kala Agarwal, Practicing Company Secretary (Membership No. 5976) as Secretarial Auditor of the Company for a term of five consecutive years i.e. FY 2025-26 to 2029-30.

The Board of Directors in consultation with the Audit Committee and Secretarial Auditor, fixed the remuneration payable for the financial year 2025-26 at ₹ 90,000/- only, plus any out of pocket expenses incurred by them in connection with the audit and other applicable taxes, with an authority being given to the Board of Directors, on the recommendation of the Audit Committee to review and affix the remuneration for subsequent years in consultation with the Secretarial Auditor without being required to seek any further consent or approval of the members of the Company.

The Company has received written consent from Ms. Kala Agarwal confirming their eligibility and willingness to be appointed as the Secretarial Auditor of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI vide Peer Review Number 1098/2021 and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations.

The details as required under Regulation 36(5) of the Listing Regulations are covered above.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 for the approval of Members.

Registered Office:

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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, August 04, 2025

ANNEXURE TO THE EXPLANATORY STATEMENT OF THE NOTICE

Details of Directors pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India are given below:

ITEM NO. 4 & 5:

Name	Mr. Chandran Krishnamoorthy	Mr. Mohan Kumar Rayana
Age	67 years	66 years
DIN	00005868	07878975
Date of first appointment as Director on the Board	23 January, 2001	11 th July, 2023
Qualification	Graduate	Graduate in pharmacy B. Pharm from University of Mumbai
Brief resume of the director	Mentioned above	Mentioned above
Nature of expertise in specific functional areas and Experience	<p>Mr. Chandran Krishnamoorthy has more than 30 years' of rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company.</p> <p>Mr. Chandran Krishnamoorthy fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.</p>	<p>He was engaged as a business and management advisor with more than 25 years in Wanbury in advisory role.</p> <p>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.</p>
Terms and conditions of appointment	As decided by the Board of Directors (including Nomination & Remuneration Committee) and as extracted above.	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	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	As mentioned in the explanatory statement	As mentioned in the explanatory statement
Last drawn remuneration from the Company (up to 31 March, 2025)	Not Applicable	Not Applicable
Number of Board meetings Attended during the FY 24-25 and FY 25-26	<p>FY 24-25: 6 out of 6</p> <p>FY 25-26: 3 out of 3</p>	<p>FY 24-25: 6 out of 6</p> <p>FY 25-26: 3 out of 3</p>
Membership / Chairmanship of Committees in Wanbury Limited	<p>Audit Committee (M)</p> <p>Stakeholders Relationship Committee (M)</p>	Nil
Names of Unlisted Companies (private & public) in which person holds Directorship	Nil	<p>1. Akkadian Trading and Marketing Private Limited</p> <p>2. Gunbow Infotech and Datacom Private Limited</p>

Name	Mr. Chandran Krishnamoorthy	Mr. Mohan Kumar Rayana
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	Nil	Nil
Names of listed entities in which the person also holds the directorship	Nil	Nil
Names of listed entities in which the person holds membership/ Chairmanship in Committees of the board	Nil	Nil
Names of listed entities from which the person has resigned in the past three years	Nil	Nil
Disclosure of relationships between directors inter-se	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil