

NOTICE

Notice is hereby given that the **Thirty Eight (38)** Annual General Meeting of the Members of Wanbury Limited will be held on **Thursday, September 24, 2026 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2026 along with the Reports of Board of Directors and Auditors thereon; and
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 ratify the remuneration payable to M/s. ABK & Associates, Cost Accountant, (Firm Registration No. 000036) Mumbai, the Cost Auditor of the Company, for conducting cost audit for the Financial Year 2026-2027:**

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 14 of the Companies (Audit and Auditor 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. ABK & Associates, (Firm Regn. No. 000036), 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 2026-2027, amounting to Rs. 4,00,000/- (Rupees Four Lakhs only) per annum plus re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified.”

4. **Re-appointment of Mr. Mohan Kumar Rayana (DIN: 07878975) as Whole-time Director and Continuation of Mr. Mohan Kumar Rayana as Whole-time Director of the Company beyond the age of 70 (Seventy) years:**

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(1C), Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the relevant provisions of the Articles of Association of the Company and all other applicable laws (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 11, 2026, and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Mohan Kumar Rayana (DIN: 07878975) as the Whole-time Director of the Company for a period of 5 (five) years commencing from 21 August 2026 up to 20 August 2031, liable to retire by rotation, upon the terms and conditions, including remuneration, salary, allowances, perquisites, retirement benefits, commission/performance incentive and other benefits, as set out in the Explanatory Statement annexed to this Notice and for the continuation of his tenure as Whole-time Director beyond the age of 70 years, notwithstanding that he will attain the age of 70 years during the aforesaid tenure, until the expiry of his existing term of office, on the same terms and conditions as approved by the Members.

FURTHER RESOLVED THAT pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Mohan Kumar Rayana on the terms set out in the Explanatory Statement annexed to this Notice, notwithstanding that the remuneration payable to him in any financial year may exceed Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher, or where the aggregate annual remuneration payable to all Executive Directors exceeds 5% of the net profits of the Company computed in accordance with Section 198 of the Act, during the tenure of his appointment.

FURTHER RESOLVED THAT all other terms and conditions relating to his appointment, including allowances, leave, gratuity, retirement benefits and other service conditions, shall be governed by the Company's Human Resource Policy and the applicable provisions of the Companies Act, 2013 and other applicable laws.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Mohan Kumar Rayana as Whole-time Director, he shall be paid salary, perquisites, allowances, commission/performance incentive and other benefits as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013, as amended from time to time.

FURTHER RESOLVED THAT the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee or any Committee constituted or to be constituted by the Board) be and is hereby authorised, from time to time, to alter, revise, vary or enhance the terms and conditions of appointment and/or remuneration, including salary, commission, performance incentive, perquisites, allowances and other benefits, within the limits approved by the Members and permissible under the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

FURTHER RESOLVED THAT Mr. Mohan Kumar Rayana shall not be entitled to any sitting fees for attending meetings of the Board of Directors and/or Committees thereof.

FURTHER RESOLVED THAT the Board of Directors (including any Committee thereof), Mr. Jitendra J. Gandhi, Company Secretary and Mr. Vinod Verma, Chief Financial Officer be and are hereby authorised to do all such acts, deeds, matters and things, execute all documents, writings and filings, file the necessary forms with the Registrar of Companies, stock exchanges and other statutory or regulatory authorities, settle any question, difficulty or doubt that may arise and generally do all such acts and things as may be necessary, expedient or desirable for giving effect to this Resolution.

Registered Office:

BSEL Tech Park, B - Wing,
10 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 11, 2026

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 4** herein above, is annexed hereto and forms part of this Notice. The disclosures required under Secretarial Standards – II regarding appointment of the Directors is given below.
2. 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.
3. 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. 24 September, 2026. Members seeking to inspect such documents can send an email to cs@wanbury.com.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, **Friday, September 18, 2026 to Thursday, September 24, 2026** (both days inclusive) for the purpose of Annual General Meeting.

The e-voting period will commence on **Monday, September 21, 2026 at 9:00 a.m.** and will end on **Wednesday, September 23, 2026 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 i.e. Thursday, September 17, 2026** 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 17, 2026** 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 17, 2026**.
5. 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.
6. 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.
7. 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.
8. 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.
9.
 - 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.
10. 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.

11. 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.
12. 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.
13. 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 4** herein above.
14. **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:

Purva e-Voting System – For Remote e-voting and e-voting during AGM.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.wanbury.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05 May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, 21 September, 2026 at 09:00 A.M. and ends on Wednesday, 23 September 2026 at 05:00 P.M. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17 September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of 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.

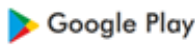
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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	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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held 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 or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on     5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website <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 Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.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) 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. 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).

- (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
- (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 EVENT NO. 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/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.
- (xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (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) 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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/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 022-49700138.

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 ABK & Associates, Cost Accountant, (Firm Registration No. 000036), Mumbai, the Cost Auditor of the Company, for conducting Cost Audit for the Financial Year 2026-2027.

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 ABK & Associates, (Firm Registration No. 000036), Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31 March, 2027.

Based on the recommendation of the Audit Committee, the Board at its meeting, approved the appointment of M/s ABK & Associates, Cost Accountants (Firm Registration No. 000036) as the Cost Auditors of the Company for the financial year 2026-27 at a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) per annum 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 ABK & 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: Re-appointment of Mr. Mohan Kumar Rayana (DIN: 07878975), Whole-time Director of the Company and continuation of Mr. Mohan Kumar Rayana as Whole-time Director of the Company beyond the age of 70 (Seventy) years:

The Members had approved the appointment of Mr. Mohan Kumar Rayana (DIN: 07878975) as Whole-time Director of the Company at the Extra -ordinary General Meeting held on **21 August, 2023**, for a period of 3 (three) years with effect from 21 August, 2023 up to 20 August, 2026. Since his present tenure is coming to an end, Nomination and Remuneration Committee, the Board, at its meeting held on 11 August, 2026, recommended Mr. Mohan Kumar Rayana holding Director Identification Number ('DIN') 07878975, aged 68 years, to be re-appointed as Whole-time Director of the Company, liable to retire by rotation, for a term of 5 (five) years with effect from 21 August, 2026 upto 20 August, 2031 along with terms and conditions with respect to remuneration pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Mohan Kumar Rayana, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164 of the Act; and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

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

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

With more than two decades of Pharma experience, Mr. 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.

In compliance with Section 190 of the Companies Act, 2013, terms of service and remuneration of the abovementioned Director would be available for inspection of the Members in physical or in electronic form at the registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours on any working day.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the

opinion that the appointment of Mr. Mohan Kumar Rayana as a Whole-time Director will be beneficial to the Company and has recommended the Resolution at Item No.4 of this Notice relating to the appointment of Mr. Mohan Kumar Rayana as a "Whole-time Director", liable to retire by rotation for a period of 5 years commencing from 21 August, 2026 on the terms and conditions and remuneration as set out in resolution no. 4 and explanatory to this Notice, for approval of shareholders of the Company.

In addition to his appointment, the members at the 37 Annual General Meeting dated September 18, 2025 had approved his remuneration to the end of his tenure. Considering Mr. Mohan Kumar Rayana's 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 11, 2026 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. 3,00,00,000 /- (Rupees Three 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 Rs. 5,00,00,000 (Rupees Five Crores Only) per annum as provided under the provision of the Companies Act, 2013 and SEBI Listing Regulations.

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. 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 2025-2026:

Particulars	Amount (in crores)
Revenue from Operations	650.27
Other Income	0.94
Total Expenditure	-577.09
Profit Before Tax	59.80
Profit After Tax	66.14

- 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 68 years is a Whole-time Director of the Company with more than 28 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 2025-26, Mr. Mohan Kumar Rayana (DIN: 07878975) Whole-time Director attended Seven (7) 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 drawn Rs. 1,50,00,000/- towards remuneration for financial year 2025-2026.
- 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 5 years with effect from 21 August, 2026 upto 20 August, 2031 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 initiated several new strategic 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 suffered inadequate profits 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

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.

During the continuation of Mr. Mohan Kumar Rayana's tenure as Whole-time Director, Mr. Mohan Kumar Rayana will attain the age of 70 years. In order to be compliant with the provisions of the 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 the 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 11 August, 2026. Hence, approval of the members is sought for the continuation of Mr. Mohan Kumar Rayana as Whole-time Director of the Company on attaining the age of 70 years.

All other terms and conditions of his appointment including perquisites and benefits, etc. shall remain same to the extent approved by the members of the Company at this Annual General Meeting

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India are annexed below.

In accordance with the provisions of Section 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment, remuneration payable and continuation beyond 70 years of age of Mr. Mohan Kumar Rayana, Whole-time Director requires approval of members by passing Special Resolution. Accordingly, the justification for his appointment beyond 70 years is mentioned above.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the proposed re-appointment, remuneration payable and continuation beyond 70 years of age of 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. 4 of this Notice for approval of shareholders of the Company by way of special resolution.

The Board recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

Accordingly, the consent of the Members is sought by way of a Special Resolution as set out at Item No. 4 of the Notice for Continuation of Mr. Mohan Kumar Rayana as the Whole-time Director of the Company on attaining age of seventy years.

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, if any.

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. K. Chandran	Mr. Mohan Kumar Rayana
Age	69 Years	68 years
DIN	00005868	07878975
Date of first appointment as Director on the Board	23 January, 2001	11 July, 2023
Qualification	Graduate	Graduate in pharmacy B. Pharm from University of Mumbai
Brief resume or profile of the director	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.	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.	Pharmacy. 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.
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	He does not hold any Equity Shares in the Company directly. However, Mr. K Chandran holds 9.90% 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.	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.
Details of remuneration sought to be paid	As decided by the Board of Directors (including Nomination & Remuneration Committee).	As decided by the Board of Directors (including Nomination & Remuneration Committee).
Last drawn remuneration from the Company (up to 31 March, 2026)	Rs. 1,20,00,000/-	Rs. 1,50,00,000/-

Name	Mr. K. Chandran	Mr. Mohan Kumar Rayana
Number of Board meetings Attended during the FY 31 March, 2026	Seven (7)	Seven (7)
Membership / Chairmanship of Committees in Wanbury Limited	Two (2)	Two (2)
Names of Unlisted Companies (private & public) in which person holds Directorship	NIL	1. Akkadian Trading and Marketing Private Limited 2. Gunbow Infotech and Datacom Private Limited
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	NIL	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	NA	NA
Disclosure of relationships between directors inter-se	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA	NA

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 Website: www.wanbury.com
 CIN: L51900MH1988PLC048455

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

**Jitendra J. Gandhi
 Company Secretary**

Mumbai, August 11, 2026