



17th February, 2022

Wanbury Limited

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To, The Manager - Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 524212	To, The Manager - Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G - Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Symbol: WANBURY
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Dear Sir / Madam,

Sub.: Outcome of the Board Meeting held on 17th February, 2022 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

This is with reference to the above mentioned subject, we, Wanbury Limited (the "Company") would like to inform you that the Board of Directors of the Company at its meeting held today i.e. 17th February, 2022 has, inter-alia, considered and approved the following:

- i) Based on recommendation of Nomination, Remuneration Committee, the Board has considered and approved the appointment Mr. Binod Chandra Maharana (DIN: 07095774) as an Independent Director of the Company to hold office for a second term of one (1) year with effect from 17th March, 2022 upto 16th March, 2023, in terms of Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and the SEBI Listing Regulations. During his tenure as an Independent Director of the Company, Mr. Binod Chandra Maharana shall not be liable to retire by rotation, in terms of Section 149(13) of the Companies Act, 2013, subject to the approval of the Members of the Company and such regulatory/ statutory authorities as may be applicable.

The brief profile of Mr. Binod Chandra Maharana (DIN: 07095774) is enclosed herewith as **Annexure -I**.

- ii) Based on recommendation of Nomination, Remuneration Committee, the Board has considered and approved the appointment Dr. Manisha Juvekar (DIN - 09053979) as an Independent Director of the Company to hold office for a second term of one (1) year with effect from 17th March, 2022 upto 16th March, 2023, in terms of Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and the SEBI Listing Regulations. During her tenure as an Independent Director of the



Company, Dr. Manisha Juvekar shall not be liable to retire by rotation, in terms of Section 149(13) of the Companies Act, 2013, subject to the approval of the Members of the Company and such regulatory/ statutory authorities as may be applicable.

The brief profile of Dr. Manisha Juvekar (DIN - 09053979) is enclosed herewith as **Annexure -II**.

- iii) Based on recommendation of Nomination, Remuneration Committee, the Board has considered and approved the appointment Ms. Anupama Vaidya (DIN - 02713517) as an Independent Director of the Company to hold office for a term of one (1) year with effect from 17th March, 2022 upto 16th March, 2023, in terms of Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and the SEBI Listing Regulations. During her tenure as an Independent Director of the Company, Ms. Anupama Vaidya shall not be liable to retire by rotation, in terms of Section 149(13) of the Companies Act, 2013, subject to the approval of the Members of the Company and such regulatory/ statutory authorities as may be applicable.

The brief profile of Ms. Anupama Vaidya (DIN - 02713517) is enclosed herewith as **Annexure -III**.

- iv) Issuance of upto 54,50,000 (Fifty Four Lakhs Fifty Thousand) convertible warrants ("**Warrants**") at a price of Rs. 105/- per Warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("**Equity Shares**") at a premium of Rs. 95/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto to Rs. 57,22,50,000/- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only) to "Expert Chemicals (India) Private Limited", Promoter, on a preferential basis ("**Preferential Issue**") in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations**"), as amended, subject to the approval of the Members of the Company and such regulatory/ statutory authorities as may be applicable.

The information in this regards pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure-IV**.

- v) In terms of provisions of Regulation 30 of the SEBI Listing Regulations and relevant provisions of Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015, issued by the Securities and Exchange Board of India, we wish to inform you that grant of 3,00,000 stock options (ESOP's) to employee/ s of the Company as approved by the Nomination

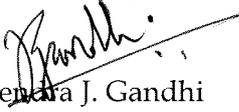


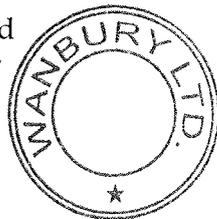
and Remuneration Committee of the Board of Directors of the Company ("NRC") under WANBURY ESOP 2016 at its meeting held earlier in the day and in this regard, we enclose the general terms and conditions details of the said grant, as necessitated vide SEBI Circular dated 9th September, 2015 as **Annexure - V**.

The Meeting of the Board of Directors commenced at 11:20 A.M. and concluded at 12:45 P.M. We request you to take this information on your records & kindly acknowledge the receipt of the same.

Thanking you,

Yours truly,
For Wanbury Limited


Jiten J. Gandhi
Company Secretary

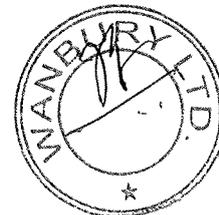


Encl.: a/a.

ANNEXURE - I

Disclosures a required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 concerning the appointment of Mr. Binod Chandra Maharana (DIN: 07095774) as Non-executive Independent Director.

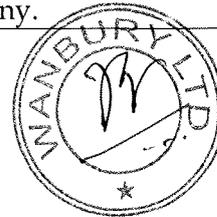
Disclosure requirements	Details
Reason for change	Appointment
Date of Appointment and Terms of Appointment	<p>Subject to Approval of shareholders, Mr. Binod Chandra Maharana (DIN: 07095774), has been appointed as a Non-Executive Independent Director of the Company to hold office for a second term of one (1) year with effect from 17th March, 2022 upto 16th March, 2023, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.</p> <p>He shall hold the office for a period of one year.</p>
Brief Profile	<p>Mr. Binod Chandra Maharana holds a bachelor's degree in commerce (hons) from Berhampur University. He is a qualified Chartered Accountant from the ICAI and holds certificate of practice. He is currently designated as a senior partner of M/s S. Ramanand Aiyar & Co, for overseeing the Audit & Financial Services Divisions of the firm at Mumbai. He has more than 25 years of post qualification experience and is proficient in dealing with statutory audits of large corporate, bank audits, internal audits, He has experience of conducting business in Gulf and Middle East. In the past, he has acted in the capacity of a chief internal auditor and finance controller to M/S Al Ayad Shopping LLC, Oman, belongings to Al Khwaja group company having business establishment at Oman, Dubai, Jordan, India, Egypt and US on various accounting and business issues. Prior to this, he was manager of M/s. K S Aiyar & Co., Chartered Accountants</p>
Disclosure of Relationship between Directors	Mr. Binod Chandra Maharana is not related to any of the Directors of the Company.



ANNEXURE-II

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 concerning the appointment of Dr. Manisha Juvekar (DIN - 09053979) as a Non-Executive Independent Director.

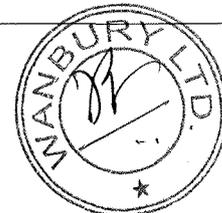
Disclosure requirements	Details
Reason for change	Appointment
Date of Appointment and Terms of Appointment	<p>Subject to Approval of shareholders, Dr. Manisha Juvekar (DIN - 09053979), has been appointed as a Non-Executive Independent Director of the Company to hold office for a second term of one (1) year with effect from 17th March, 2022 upto 16th March, 2023, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.</p> <p>She shall hold the office for a period of one year.</p>
Brief Profile	<p>Dr. Manisha Juvekar completed her MBBS from Lokmanya Tilak Medical College and DCH/MD from Lokmanya Tilak Medical College in Pediatrics both from Mumbai. She has more than 20 years experience in the field of Medical and Pharma. She has completed her fellowship in Pediatric Pulmonology and Sleep medicine, from Sheffield Children's Hospital, UK and she is Pediatric Pulmonologist and Sleep Specialist. She is a visiting fellow at K. K. children's hospital, Singapore. She is a trained Bronchoscopist from Bangkok. She is also trained in Allergy and Immunotherapy from Ancient school of wisdom, Bangalore.</p> <p>Currently, she is Consultant with Juvekar Hospital and Dr. D. Y Patil Hospital.</p>
Disclosure of Relationship between Directors	Dr. Manisha Juvekar is not related to any of the Directors of the Company.



ANNEXURE - III

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 concerning the appointment of Ms. Anupama Vaidya (DIN - 02713517) as a Non-Executive Independent Director.

Disclosure requirements	Details
Reason for change	Appointment
Date of Appointment and Terms of Appointment	<p>Subject to Approval of shareholders, Ms. Anupama Vaidya (DIN - 02713517), has been appointed as a Non-Executive Independent Director of the Company to hold office for a term of one (1) year with effect from 17th March, 2022 upto 16th March, 2023, upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.</p> <p>She shall hold the office for a period of one year.</p>
Brief Profile	<p>i. Ms. Anupama Vaidya (DIN - 02713517) equipped with a Bachelor's in Computer Science from University of Pune and Master's in Business Administration (MBA) with specialization in Human Resource Development from Symbiosis Institute of Business Management, Pune, Anupama has evolved as a seasoned business management professional with more than 30 years of rich and diverse experience across industries including Conglomerates, Manufacturing/Engineering, Construction, Information Technology & Services and various organizational functions. Awarded the "Super Women Achiever - 2021", "100 TOP Coaching Minds - 2020", "TOP HR Minds - 2018" by World HRD Congress.</p> <p>ii. Her work experience includes working with Saint-Gobain India Ltd. (Grindwell Norton & HPM Sector, Group Interventions), Lodha Group, Colgate Palmolive, Hinduja Group, Geometric Software, Mafatlal Industries and as a Free-lance Business Strategist Partner and Founder Entrepreneur.</p>



	<p>iii. Impactful contributions in the area of Business strategies, roadmaps and handholding to translate these into business models, processes and organization design to drive the people strategies and interventions are her core strength. Extensive contributions in General Management, HR Management, Corporate Marketing & Communications; Project & Event Management; Corporate Social Responsibility initiatives and she has been a part of the top management teams to drive the business objectives.</p> <p>iv. Anupama brings in a contemporary approach to the understanding of human dynamics and behavioural sciences with her extensive study and her work in the space of leveraging neurosciences for organization and people development (individual, team, leadership). As a certified neuroscience practitioner (MiND certified), she seamlessly integrates neurosciences for business impact, a future forward approach to human-centred organization building interventions.</p>
<p>Disclosure of Relationship between Directors</p>	<p>Ms. Anupama Vaidya (DIN - 02713517) is not related to any of the Directors of the Company.</p>



Annexure - IV

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 are as under:

1. Type of securities proposed to be issued (viz. Equity shares, convertibles etc.);

Convertible warrants ("Warrants") with a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant for cash

2. Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);

Preferential Allotment

3. Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);

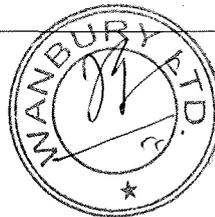
Upto 54,50,000 (Fifty Four Lakhs Fifty Thousand) convertible warrants ("Warrants") at a price of Rs. 105 per Warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") at a premium of Rs. 95/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto to Rs. 57,22,50,000/- (Rupees Fifty Seven Crore Twenty Two Lakh Fifty Thousand only).

4. In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):

i) Names and number of the investors:

For Issuance and allotment of upto 54,50,000 Equity Warrants on Preferential Basis:

No. of Investor	1 (One)
Name of Investor	Expert Chemicals (India) Private Limited
Category	Promoter



ii) Post allotment of securities- outcome of the subscription:

Name of the Propose Allottees	Class	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
		No. of Shares	% of Share holding		No. of Shares	% of Share holding
Expert Chemicals (India) Private Limited.	Promoter	1,00,05,561	30.63	54,50,000	1,54,55,561	40.55

iii) Issue price / allotted price (in case of convertibles):

Convertible Warrants each carrying a right to subscribe to 1 Equity Share per warrant at a Price of Rs. 105/- (Rupees One Hundred and Five only) per Warrant,

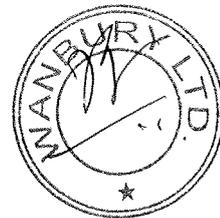
iv) In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;

The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;

An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);

In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;

The price determined as per the Chapter V of the SEBI (ICDR) Regulations and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;



Annexure - V

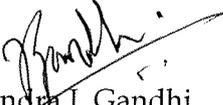
Disclosures about Options to purchase securities including, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations, 2021") at the time of instituting the scheme and vesting or exercise of options and Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are as under:

Sr. No.	Disclosures	Particulars
a)	Brief details of options granted	3,00,000 stock options (ESOP's) granted to eligible employees of the Company. Each option upon exercise would be entitled for allotment of one equity share of Rs 10/- each of the Company.
b)	Whether the scheme is in terms of SEBI SBEB Regulations, 2021 (if applicable)	Yes, the scheme is in terms of SEBI SBEB Regulations, 2021.
c)	Total number of shares covered by these options	3,00,000 equity shares of Rs 10/- each of the Company.
d)	Pricing formula	Rs. 10/- (Rupees Ten only) per option upon exercise of stock option
e)	Options Vested: Options granted under Wanbury ESOP 2016 would vest not earlier than one year and not later than five years from date of grant of such options. As decided by the NRC, the following is the vesting schedule for 3,00,000 stock options : (Part A - Continued employment : 1,50,000 options and Part B - Performance : 1,50,000 options) granted to eligible employees of the Company:	<ul style="list-style-type: none"> • At the end of the 1st year from the Grant date - 10% of Part A: and Part B • At the end of the 2nd year from the Grant date - 15% of Part A and Part B • At the end of the 3rd year from the Grant date - 15% of Part A and Part B • At the end of the 4th year from the Grant date - 20% of Part A and Part B • At the end of the 5th year from the Grant date - 40% of Part A and Part B
f)	Time within which options may be exercised	The vested options are exercisable within a period of 2 (two) years from the date of vesting of the options.
g)	Options exercised	N.A.
h)	Money realized by exercise of Options	N.A.
i)	The total number of shares arising as a result of exercise of option	N.A.



j)	Options lapsed	N.A.
k)	Variation of terms of options	N.A.
l)	Brief details of significant terms	N.A.
m)	Subsequent changes or cancellation or exercise of such options	N.A.
n)	Diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.

For Wanbury Limited


Jitendra J. Gandhi
Company Secretary

