

WANBURY LIMITED

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Navi Mumbai - 400 703. Tel : +91-22-67942222 Fax : +91-22-67942111/333, E-mail : cs@wanbury.com
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NOTICE

NOTICE is hereby given that the 34th Annual General Meeting ("AGM") of the Members of the Company will be held on **Wednesday, 28th day of September, 2022 at 11:30 A.M. (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM)** to transact the businesses as set out in the notice of the AGM.

The AGM is being held in compliance with the applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder read with General Circular No. 02 / 2021 dated January 13, 2021 read with General Circular No. 20 / 2020, General Circulars No. 14 / 2020 and 17 / 2020 dated May 5, 2020, April 8, 2020 and April 13, 2020, respectively (collectively referred to as "MCA Circulars"), read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated January 15, 2021 and May 12, 2020 respectively issued by the Securities and Exchange Board of India (SEBI), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.wanbury.com.

NOTICE of the meeting setting out the Ordinary & Special Business to be transacted thereat together with Audited Financial Statements for the financial year ended 31st March, 2022, Auditors' Report and Directors' Report thereon have been sent electronically to those Members whose email addresses (es) are registered with the Company/Depository Participant(s)/Registrar and Transfer Agent and the dispatch has been completed on **Tuesday, 6th September, 2022**. Members are hereby informed that the Notice of the Meeting and the aforesaid documents are available on the Company's website at www.wanbury.com and on CDSL's website at <https://www.cdslindia.com/evoting/evotinginstanceAndResults.aspx>.

In line with the MCA Circulars and SEBI Circular, Shareholders are advised to update their email IDs in order to receive electronic copies of the Annual Report/login credentials, in the manner mentioned below, since no physical copies of the Annual Report will be dispatched to any Shareholder this year:

Shareholders holding shares in physical mode	Shareholders who hold shares in physical mode and have not updated their email addresses with the Company / Depository Participant(s) / Registrar and Share Transfer Agents ("RTA") are requested to update their email addresses by writing to the Company's RTA, Purva Share Registry India Private Limited , with subject line "Request to update email id" at support@purvashare.com . Shareholders are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Shareholder.
Shareholders holding shares in dematerialised mode	Shareholders who hold shares in dematerialised mode and have not updated their email addresses are requested to register / update their email addresses with their Depository Participant(s).

NOTICE is further given that pursuant to Section 91 of the Companies Act, 2013 and applicable Rules made thereunder and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022** (both days inclusive) for the purpose of 34th Annual General Meeting.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [including any modification(s), amendment(s) or re-enactment(s) thereof], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circular, the Company is providing to the Members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means and the business may be transacted through the e-voting services ("remote e-voting") provided by Central Depository Services (India) Limited ("CDSL"). The Company is also providing e-voting facility ("e-voting") at the AGM to be held through VC/OAVM facility and the Shareholders who have not already cast their vote by remote e-voting shall be able to exercise their right to vote during the AGM, through e-voting.

The Company has appointed Ms. Kala Agarwal, Practicing Company Secretary (Membership No. 5976 & Certificate of Practice No. 5356) as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The instructions for remote e-voting and e-voting are given in the Notice of the AGM. Shareholders are requested to note the following:

- The remote e-voting will commence on **Sunday, 25th September, 2022 at 09:00 A.M. and ends on Tuesday, 27th September, 2022 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter and Shareholders will not be allowed to vote electronically beyond the said date and time. During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Wednesday, 21st September, 2022** may cast their vote by remote e-voting on the resolutions specified in the Notice of the AGM. Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM to be held through VC/OAVM, but they shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Shareholder, they shall not be allowed to change it subsequently.
- The voting rights of the Shareholders (for voting through remote e-voting or e-voting at the AGM) shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the **cut-off date, i.e., Wednesday, 21st September, 2022**. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the Depositories/ Registrar and Share Transfer Agent as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
- Any person who acquires Shares of the Company and becomes a Shareholder of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, may follow the instructions for voting on the resolutions as mentioned at Point No. 18 of the notes to the Notice of AGM. A person who is not a Shareholder as on the cut-off date should treat the Notice of AGM relating to instructions on Remote e-voting and e-voting for information purposes only.

A copy of the AGM Notice along with Annual Report for the Financial Year 2021-2022 is available on the website of the Company at www.wanbury.com and on the websites of the Stock Exchanges where the shares of the Company are listed, viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com. A copy of the AGM Notice is also available on the website of CDSL at www.evotingindia.com.

The results of the remote e-voting and votes cast at the AGM shall be declared not later than 48 (Forty-Eight) hours from the conclusion of the AGM. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website, viz., www.wanbury.com, immediately after their declaration, and will be communicated to CDSL, viz., www.evotingindia.com and BSE Limited and National Stock Exchange of India Limited.

In case you have any queries or issues regarding remote e-voting and e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi (1800 22 5533 / 022-2305 8542).

Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries to support@purvashare.com seven days prior to the meeting.

For Wanbury Limited

Sd/-
Jitendra J. Gandhi
Company Secretary

