

## WANBURY LIMITED

Regd. Office: BSEL Tech Park, B-Wing, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station,  
Vashi, Navi Mumbai - 400 703. CIN: L51900MH1988PLC048455, Tel.: 91 22 67942222, Fax: 91 22 67942111/333  
Email: [shares@wanbury.com](mailto:shares@wanbury.com), Website: [www.wanbury.com](http://www.wanbury.com)

### NOTICE

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rule, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards - 2 issued by the Institute of Company Secretaries of India, including any statutory modification/s or re-enactment/s thereof for the time being in force, Members of the Company are hereby informed that a Postal Ballot Notice along with Postal Ballot Form are dispatched on **Tuesday, 19<sup>th</sup> February, 2019**. The Company is pleased to provide the Electronic Voting (e-Voting) facility services of Central Depository Services (India) Limited (CDSL) to enable the Shareholders to cast their votes electronically. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Members as on **15<sup>th</sup> February, 2019** ("Cut-off date") in the following matters:

- 1. Special Resolution:** To consider and accord approval to sell, lease or otherwise dispose of, to mortgage/create charges on the properties of the Company under section 180(1)(a) of the Companies Act, 2013.
- 2. Special Resolution:** To borrow in excess of the paid-up capital and free reserves of the company under section 180(1)(c) of the Companies Act, 2013.
- 3. Ordinary Resolution:** To consider and accord approval for the appointment (regularization) of Ms. Pallavi Shedge (DIN: 08356412) as Non-Executive Independent Woman Director of the Company.
- 4. Ordinary Resolution:** To consider and accord approval for re-appointment of Mr. N. K. Puri (DIN: 00002226) for a further term of five (5) years as a Non-Executive Independent Director of the company.
- 5. Ordinary Resolution:** To consider and accord approval for re-appointment of Mr. S. K. Bhattacharyya (DIN: 01924770) for a further term of five (5) years as a Non-Executive Independent Director of the company.
- 6. Special Resolution:** To consider and approve the continuation of the Directorship of Mr. N. K. Puri (DIN: 00002226), Non-Executive Independent Director who has attained the age of seventy - five (75) years.

The Notices are sent through electronic mode to the Members who have registered their Email IDs with the Company and through physical mode, along with Postal Ballot Form and a self-addressed postage prepaid business reply envelope to the Members who do not have registered their Email IDs.

The Postal Ballot Notice along with instructions for voting is available on the website of the Company i.e. [www.wanbury.com](http://www.wanbury.com) and also on the website of the CDSL at [www.cdslindia.com](http://www.cdslindia.com). In case of Non-receipt of the Postal Ballot Notice and Form and are desirous of seeking a duplicate Postal Ballot Form or who have received the Postal Ballot Notice along with the Postal Ballot Form by e-mail and who wish to vote through physical Postal Ballot Form can apply to Company's Registrar and Share Transfer Agent - M/s. Link Intime India Private Limited, Unit - 1, Luthra Industrial Premises, Safed Pool, Andheri - Kurla Road, Andheri (East), Mumbai - 400 072, India or by sending an email at [evoting@sharexindia.com](mailto:evoting@sharexindia.com) or contact on 91-22-2851 6338.

The Company has appointed Ms. Kala Agarwal, Practising Company Secretary (C.P. No. 5356), Mumbai, as the Scrutinizer for conducting the Postal Ballot/e-voting process in fair and transparent manner. The voting period shall commence from **21<sup>st</sup> February, 2019** at 09:00 A.M. and ends on **22<sup>nd</sup> March, 2019** at 05:00 P.M. The e-Voting platform will be disabled after 05:00 P.M. on **22<sup>nd</sup> March, 2019** and any Postal Ballot Form received from Members thereafter will not be valid and treated as if reply from the Member has not been received.

The result of the Postal Ballot will be announced on or before 5:00 P.M. on **25<sup>th</sup> March 2019** at the Registered Office of the Company at Navi Mumbai. The result along with Scrutinizer's Report will be posted on the website of the Company i.e. [www.wanbury.com](http://www.wanbury.com) and will be intimated to the Stock Exchanges where the shares of the Company are listed.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date of receipt of duly completed Postal Ballot Forms or e-voting i.e. **22<sup>nd</sup> March, 2019**.

For any queries/grievances connected with the voting by means of Postal Ballot, Members are requested to contact Mr. Jitendra. J. Gandhi, Company Secretary of the Company by writing at Wanbury Limited, BSEL Tech Park, B-Wing, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, Tel.: 91 22 67942222 or through Email at [shares@wanbury.com](mailto:shares@wanbury.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For Wanbury Limited  
Sd/-  
Jitendra J. Gandhi  
Company Secretary

Navi Mumbai, 20<sup>th</sup> February, 2019

मुंबई, बुधवार, २० फेब्रुवारी २०१९

नवशक्ति

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For Wanbury Limited  
Sd/-

Jitendra J. Gandhi  
Company Secretary

Navi Mumbai, 20<sup>th</sup> February, 2019