

**Wanbury Limited**

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11th July, 2023

To, Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 524212	To, Department of Corporate Services, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Scrip Symbol: WANBURY
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Dear Sirs,

Sub.: Outcome of Board Meeting held on 11th July 2023 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 of Listing Regulations, this is to inform that the Board of Directors (Board) of Wanbury Ltd (the Company) in its meeting held today, 11th July 2023, which commenced at 12:15 P.M. and concluded at 4:00 p.m., have, inter-alia, approved the following:

1. The Board has approved issue of Unlisted, Secured Redeemable, Non-Convertible Debentures ("NCDs") upto Rs. 100,00,00,000/-/- (Rupees One Hundred Crore only). At present, the funds being raised is Rs. 90,00,00,000/-/- (Rupees Ninety Crore only) from Neo Special Credit Opportunities Fund, a fund managed by Neo Asset Management Pvt Ltd along with its co-investors on private placement basis.

The information required to be furnished pursuant to Regulation 30 of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to the NCDs is enclosed as **Annexure - I**.

2. Based on recommendation of Nomination, Remuneration Committee, the Board has considered and approved the appointment of Mr. Mohan Kumar Rayana (DIN - 07878975) as Whole Time Director of the Company to hold office for a term of three (3) years, with effect from 21st August, 2023 upto 20th August, 2026, in terms of the Companies Act, 2013 read with the Rules made thereunder and the SEBI Listing Regulations, subject to the approval of the Members of the Company by way of special resolution and such regulatory/ statutory authorities, as may be applicable. The brief profile of Mr. Mohan Kumar Rayana (DIN - 07878975) is enclosed herewith as **Annexure - II**.



3. Based on recommendation of Nomination, Remuneration Committee, the Board has considered and approved the appointment of Ms. Anupama Vaidya (DIN - 02713517) as an Independent Director of the Company to hold office for a second term of five (5) years with effect from 21st August, 2023 upto 20th August, 2028 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 by way of special resolution and such regulatory/ statutory authorities as may be applicable. The brief profile of Ms. Anupama Vaidya (DIN - 02713517) is enclosed herewith as **Annexure - III**.
4. The Board has approved Notice of the Extraordinary General Meeting (EGM) to be held on 21st August, 2023 through video conferencing/ other audio-visual means (OAVM) for seeking shareholder's approval for the matters mentioned in Item Nos. 2 and 3 above.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours truly,
For Wanbury Limited

Jitendra 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 Paragraph A of Part A of Schedule III and SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 concerning the issuance of Non-Convertible Debentures ('NCD')

Sr. No.	Disclosure requirements	Disclosure by the Company
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Unlisted Secured Redeemable Non-Convertible Debentures
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Private Placement
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)/Issue size	Upto 900 NCD of face value of Rs.10 Lakh each aggregating upto Rs.90 crore largely for debt settlement of existing lenders and partly for capex and working capital requirements of the Company.
4	Whether proposed to be listed? If yes, name of the stock exchange(s);	No
5	Tenure of the instrument - date of allotment and date of maturity	48 months from the date of allotment of NCDs
6	Coupon/interest offered, schedule of payment of coupon/interest and principal	Fixed coupon rate payable as per the term sheet/ Transaction documents. Repayment of NCDs at the end of 48 months from the date of allotment of NCDs
7	Charge/security, if any, created over the assets	NCDs will be secured by way of first charge over the Fixed Assets of the Company and/or any other securities/assets as per term sheet/transaction documents
8	Special right/interest/privileges attached to the instrument and changes thereof	Nil
9	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not applicable
10	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not applicable



ANNEXURE - II

Disclosures a required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Paragraph A of Part A of Schedule III and SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 concerning the appointment of Mr. Mohan Kumar Rayana (DIN - 07878975) as Wholetime Director

Disclosure requirements	Details
Reason for change	Appointment
Date of Appointment and Terms of Appointment	<p>Subject to Approval of shareholders, Mr. Mohan Kumar Rayana (DIN - 07878975), has been appointed as a Whole Time Director of the Company to hold office for a term of three years with effect from 21st August, 2023 upto 20th August, 2026 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 applicable law.</p> <p>He shall hold the office for a period of three years.</p>
Brief Profile	<p>Mr. Mohan did his graduation in pharmacy B. Pharm from University of Mumbai.</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.</p> <p>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>
Disclosure of Relationship between Directors	Mr. Mohan Kumar Rayana (DIN - 07878975) is not related to any of the Directors of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. With ref. no. NSE/CML/2018/24, both dated 20th June, 2018.	Mr. Mohan Kumar Rayana is not debarred from holding the office of director by virtue of any order of SEBI or any other authority. The same is also verified by the Nomination and Remuneration Committee of Company.



ANNEXURE-III

Disclosures a required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Paragraph A of Part A of Schedule III and 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 second term of five years with effect from 21st August, 2023 upto 20th August, 2028 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 five years.</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. Ms. 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>
<p>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. With ref. no. NSE/CML/2018/24, both dated 20th June, 2018.</p>	<p>Ms. Anupama Vaidya is not debarred from holding the office of director by virtue of any order of SEBI or any other authority. The same is also verified by the Nomination and Remuneration Committee of Company.</p>

