

**Wanbury Limited**

Regd. Office : BSEL Tech Park, B-wing
10th Floor, Sector-30 A,
Opp. Vashi Railway Station,
Vashi Navi Mumbai 400 703
Maharashtra, INDIA
Tel. : +91-22-6794 2222
+91-22-7196 3222
CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

26th October, 2023

To The Manager, Listing Departments, BSE Limited, P. J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 524212	To, The Manager, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C - 1, Block- G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Symbol: WANBURY
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Dear Madam/ Sir,

Sub.: Notice of the Extra Ordinary General Meeting of Wanbury Limited

The Extra Ordinary General Meeting ('EOGM') of Wanbury Limited ('the Company') will be held on **Saturday, 18th November, 2023, at 11:30 am** through Video Conferencing / Other Audio Visual Means. Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of Extra Ordinary General Meeting which is being sent through electronic mode only to the Members of the Company.

The Notice of the Extra Ordinary General Meeting is also available on the website of the Company at www.wanbury.com.

Kindly take the same on record.

Thanking You,

Yours Truly,
For Wanbury Limited

Jitendra J Gandhi
Company Secretary



Encl.: a/a



BSEL Tech Park, B-Wing, 10thFloor, Sector 30-A,
Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, India.
Tel : +91-22-67942222 Fax : +91-22-67942111/333 CIN : L51900MH1988PLC048455
E-mail : cs@wanbury.com Website: www.wanbury.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (EoGM) of the Members of Wanbury Limited (the "Company") will be held on Saturday, **18th day of November, 2023** at 11:30 A.M. through **Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following business, with or without modifications. The venue of the meeting shall be deemed to be the registered office address of the Company at "BSEL Tech Park, B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Maharashtra, India.

SPECIAL BUSINESS:

1. Appointment of Mr. Pravin Dilip Pawar (DIN – 10356479) as Non-executive Independent Director:

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), and as per recommendation of the Nomination & Remuneration Committee and as per approval of the Board of Directors, Mr. Pravin Dilip Pawar (DIN – 10356479), who has submitted a consent to act as director and a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and the Listing Regulations, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of one (1) year with effect from 18th November, 2023 upto 17th November, 2024, 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.

FURTHER RESOLVED THAT the Board of Directors of the Company has the liberty to alter and/or vary the terms and conditions (including remuneration, if any) of said appointment, as may be deemed fit by the Board from time to time, subject to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and/or any guidelines prescribed by the Government from time to time."

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. ISSUE AND ALLOTMENT OF WARRANTS ON PREFERENTIAL BASIS:

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 23, 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges where the shares of the Company are listed ("**Stock Exchanges**"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 20,00,000 (Twenty Lakhs) convertible

warrants (“**Warrants**”) at a price of Rs. 120/- (Rupees One Hundred and Twenty only) (“**Warrant Issue Price**”) 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. 110/-/- (Rupees One Hundred and Ten only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 24,00,00,000/- (Rupees Twenty Four Crore only) to, the below mentioned promoter of the Company (“**Proposed Allottee/s**”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Name of the Proposed Allottee/s	Category	No. of Warrants (upto)	Investment Amount upto (in Rs.)
1.	Expert Chemicals (India) Pvt. Ltd.	Promoter	20,00,000	24,00,00,000/-
Total ---			20,00,000	24,00,00,000/-

FURTHER RESOLVED THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Thursday, 19th October, 2023, being the date 30 days prior to the date of Extra-Ordinary General Meeting (EoGM) i.e. Saturday, 18th November, 2023.

FURTHER RESOLVED THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a) 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;
- b) 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);
- c) 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;
- d) The price determined above 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;
- e) Apart from the said right of adjustment mentioned in (d) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- f) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- g) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *paripassu* in all respects including dividend, with the existing Equity Shares of the Company;
- h) The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- i) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 days from the date of such exercise by the allottees; and
- j) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

Registered Office:

BSEL Tech Park, B - Wing,
10th 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

Vashi, Navi Mumbai, 20th October, 2023

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), as amended, setting out the material facts in respect of the Special Business as per **Item Nos. 1 to 2** herein above, is annexed hereto and forms part of this Notice.
2. Pursuant to Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No.22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No. 39/2020 dated 31stDecember, 2020, Circular No. 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December 2021 ("**MCA Circulars**") issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "**the Circulars**"), companies are allowed to hold Extra-Ordinary General Meeting ("EGM") should be EoGM everyw here through VC/OAVM, without the physical presence of members at a common venue in view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed. Hence, in compliance with the Circulars, the EoGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.wanbury.com MCA by Circular No. 09/2023 dated 25th September 2023 has extended the above exemptions till 30th September 2024.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EoGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EoGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EoGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EoGM through VC/ OAVM and cast their votes through e-voting.
4. 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 EoGM through VC/OAVM 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 helpdesk.evoting@cdslindia.com at least 48 hours before the commencement of EoGM.
5. 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 EoGM, i.e. 18th November, 2023. Members seeking to inspect such documents can send an email to cs@wanbury.com.
6. 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.

7. The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's **Registrar & Share Transfer Agent, M/s. Purva Shareregistry India Pvt. Ltd;9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400 011, Telephone No.: +91-22-2301 6761, 28301 8261, E-mail:rsupport@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.
8. Since the EoGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.
9. 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 / M/s. Purva Shareregistry 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/ M/s. Purva Shareregistry India Pvt. Ltd for receiving all communications from the Company electronically.
10. 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.
11. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations, the Company has provided remote e-voting facility to its shareholders in respect of all the business as per **Item Nos. 1 to 2** herein above.
12. **Process and manner for Members opting for Remote e-voting and e-voting during EoGM are as under:**
 - i. 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 MCA Circulars issued by the Ministry of Corporate Affairs(MCA). The EoGM will thus be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the EoGM through VC/OAVM.
 - ii. 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 LODR Regulations(as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EoGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 EoGM will be provided by CDSL.
 - iii. The Members can join the EoGM 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 EoGM 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 EoGM without restriction on account of first come first served basis.
 - iv. The attendance of the Members attending the EoGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - v. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EoGM. 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 EoGM through VC/OAVM and cast their votes through e-voting.
 - vi. In line with the MCA Circulars, the Notice calling the EoGM 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 EoGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EoGM i.e. www.evotingindia.com.)
 - vii. The EoGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (I) The voting period begins on **Wednesday, 15th November, 2023 at 09:00 A.M. and ends on Friday, 17th November, 2023 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, 11th November, 2023 (Record Date)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

The books of the Company will be closed from 11th November, 2023 to 18th November, 2023 (Both days inclusive).

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders” module.
- (v) 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. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form 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): <ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Wanbury Limited**.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to logon to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- a. 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 cs@wanbury.com or support@purvashare.com.
- b. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-8 digit DPID+ CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@wanbury.com or support@purvashare.com
- c. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EoGM THROUGH VC/OAVM ARE AS UNDER:

- a. Shareholder will be provided with a facility to attend the EoGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. 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.
- e. 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@wanbury.com. The Shareholders who do not wish to speak during the EoGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@wanbury.com. These queries will be replied to shareholders by the Company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EoGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EoGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the EoGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the EoGM through VC/OAVM facility and have not casted their vote on the Resolution/s through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EoGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the EoGM 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.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the EoGM. However, they will not be eligible to vote at the EoGM. If you have any queries or issues regarding attending EoGM & e-Voting from the e-Voting System, 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. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43.

13. The Board of Directors of 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 evoting at the EoGM in a fair and transparent manner.
14. The Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the EoGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the EoGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website, www.wanbury.com.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

ITEM NO 1: APPOINTMENT OF MR. PRAVIN DILIP PAWAR (DIN – 10356479) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

Based on the recommendation of the Nomination and Remuneration Committee and considering the background and experience, the association of Mr. Pravin Dilip Pawar as a Non-executive Independent Director would be beneficial to the Company, the Board, at its meeting held on 20th October, 2023, proposed his appointment as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of one (1) year with effect from 18th November, 2023 upto 17th November, 2024. [The Company has, in terms of Section 160(1) of the Companies Act 2013 (“Act”) received in writing a notice from a Member, proposing his candidature for the office of Director.]

The Company has received from Mr. Pravin Dilip Pawar, (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; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 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.

[He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.]

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

Mr. Pravin Dilip Pawar holds a master's degree in commerce. He is a qualified Chartered Accountant from the ICAI.

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. Pravin Dilip Pawar
Age	40 years
DIN	10356479
Date of first appointment as Director on the Board	NA
Qualification	Master's degree in commerce and qualified Chartered Accountant from the ICAI.
Experience	10 years
Brief resume of the director	As detailed above
Nature of expertise in specific functional areas	Finance
Terms and conditions of appointment	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	NIL
Details of remuneration sought to be paid	As decided by the Board of Directors (including Nomination & Remuneration Committee) and as extracted above.
Last drawn remuneration from the Company (up to 31 March, 2023)	NIL
Number of Board meetings Attended during the FY 31 March, 2023	NIL
Membership / Chairmanship of Committees in Wanbury Limited	NIL
Names of Unlisted Companies (private & public) in which person holds Directorship	NIL
Names of Unlisted Companies (private & public) in which person holds Membership / Chairmanship in the Board Committees	NIL
Names of listed entities in which the person also holds the directorship	NIL
Names of listed entities in which the person holds membership/ Chairmanship in Committees of the board	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Disclosure of relationships between directors inter-se	No relationship between Mr. Pravin Dilip Pawar and other directors
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No relationship between Mr. Pravin Dilip Pawar and other directors, Manager and other Key Managerial Personnel
Justification in choosing the appointee as Independent Director / Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Pravin Dilip Pawar's qualifications and the experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Pravin Dilip Pawar continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

Mr. Pravin Dilip Pawar is not inter-se related with any other Director or Key Managerial Personnel of the Company. Mr. Pravin Dilip Pawar does not hold any share in the Company.

In the opinion of the Board, Mr. Pravin Dilip Pawar is a person of integrity, fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

The Board recommends the passing of this (Item no.1) Resolution by special resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

ITEM NO. 2: ISSUE AND ALLOTMENT OF WARRANTS ON PREFERENTIAL BASIS:

The Board of Directors of the Company (“the Board”) in their Meeting held on 20th October, 2023, subject to necessary approval(s), has approved the proposal for raising of funds by Issue of upto 20,00,000 (Twenty Lakhs) convertible warrants (“Warrants”) at a price of Rs. 120/- (Rupees One Hundred and Twenty only) per Warrant (“Warrant Issue Price”) 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. 110/- (Rupees One Hundred and Ten only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 24,00,00,000/- (Rupees Twenty Four Crore only) to the below mentioned persons who are promoter group of the Company (“Proposed Allottees”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations:

Sr. No.	Name of the Proposed Allottee/s	Category	No. of Warrants (upto)	Investment Amount upto (in Rs.)
1.	Expert Chemicals (India) Pvt. Ltd.	Promoter	20,00,000	24,00,00,000/-
Total ---			20,00,000	24,00,00,000/-

Necessary information or details in respect of the proposed Preferential Allotment of Warrants in terms of Section 42 and 62(1) (c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

1) Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their Meeting held on 20th October, 2023, had, subject to the approval of the Members of the Company (“Members”) and such other approvals as may be required, approved the issue of following:

a) Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottee/s	PAN	Nature and Number of Securities	Price of Each Security	Total Amount
1.	Expert Chemicals (India) Private Limited. (Promoter)	AABCE2407M	Upto 20,00,000 (Twenty Lakhs) Convertible Warrants	Rs. 120/- (Rupees One Hundred and Twenty) per Warrant	Up to Rs. 24,00,00,000/- (Rupees Twenty Four Crore)
Total			Upto 20,00,000 (Twenty Lakhs) Warrants	Rs. 120/- (Rupees One Hundred and Twenty) per Warrant	Up to Rs. 24,00,00,000/- (Rupees Twenty Four Crore)

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Allotment of the Warrants are as stated in the Resolution.

2) Objects of the Preferential Allotment:

The Company shall utilise the proceeds of the Preferential Allotment in the following manner:-

Nature of utilization	Amount (Rs.)	Tentative timeline for utilization
Working capital requirement	10,00,00,000	On or before March 31, 2026
Capital expenditure	9,00,00,000	On or before March 31, 2026
Part repayment of debt	5,00,00,000	On or before March 31, 2026

3) Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Allotment of the Warrants is Thursday, 19th October, 2023, being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. Saturday, 18th November, 2023.

4) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Warrant, trading volumes at NSE for the period set out below has been accordingly considered.

- the 90 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs.58.43/- (Rupees Fifty Eight and paisa Forty Three) per Equity Share; or
- the 10 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs.78.69/- (Rupees Seventy Eight and paisa Sixty Nine) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 78.69/- (Rupees Seventy Eight and paisa Sixty Nine) per Equity Share, being higher of the above two prices.

Further, in terms of Regulation 166A of the SEBI (ICDR) Regulations, the Company has obtained a valuation report from an independent registered valuer viz. Mr. Suman Kumar Verma holding Registered Valuer membership number IBBI/RV/05/2019/12376 having his office at No.10, Indra Park, Palam Colony, New Delhi-110045, India and the price determined by such independent registered valuer is Rs.80.09/- (Rupees Eighty and Paise Nine Only) per Equity Share.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

Hence, the floor price shall be Rs. 80.09/- (Rupees Eighty and Paise Nine Only) per Equity Share, in terms of the SEBI (ICDR) Regulations.

The pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each is Rs. 120/- (Rupees One Hundred and Twenty) per Warrant which is not lower than the floor price determined in accordance with the applicable provisions of SEBI (ICDR) Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

5) Amount which the Company intends to raise by way of such securities:

Rs. 24,00,00,000/- (Rupees Twenty - Four Crore only).

6) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

The proposed allottee viz. Expert Chemicals (India) Private Limited, promoter of the Company, is intending to participate/subscribe to the proposed issue to the extent of warrant allotted and no other Directors or Key Managerial Personnel of the Company are subscribing to this preferential issue.

7) Contribution being made by the Promoter and Directors either as part of the offer or separately in furtherance of the objects:

The contribution being made by the promoter of the Company either as part of the offer or separately in furtherance of the objects is mentioned under Sr no. (1) above. There is no contribution being made by the directors of the Company either as part of the offer or separately in furtherance of the objects.

8) Time frame within which the Preferential Allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

9) Name of the proposed allottee/s, class and percentage of post Preferential Issue capital that may be held by them:

Name of the Propose Allottee/s	Class	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No) Upto	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	30.56	20,00,000	1,20,05,561	34.56

10) Shareholding pattern of the Company before and after the Preferential Allotment:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Friday, October 20, 2023 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is provided as **Annexure -A** to the Notice.

11) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Name of the Propose Allottee/s	Class	Identity of Natural Persons who are the Ultimate Beneficial Owners
Expert Chemicals (India) Private Limited.	Promoter	1.Mr. Mohan Kumar Rayana – 87.50% 2.Mr. K. Chandran – 9.90% 3. Mr. Pradeep Patil – 2.60%

12) The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment

Name of the Propose Allottee/s	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No) Upto	Post Issue Shareholding after Conversion of Warrants	
	No. of Shares	% of Share holding		No. of Shares	% of Share holding
Expert Chemicals (India) Private Limited.	1,00,05,561	30.56	20,00,000	1,20,05,561	34.56

13) Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Warrants.

14) Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable

15) Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor the Directors of the Company have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

16) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Name of the Propose Allottee/s	Current Status of the allottee	Proposed Status of the allottee post the preferential issues
Expert Chemicals (India) Private Limited.	Promoter	Promoter

17) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable. The consideration, in the form of Issue Price, for issue of Warrants and equity shares arising on conversion of Warrants shall be paid in cash and not in consideration other than cash.

18) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

19) Lock-in Period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of Expert Chemicals (India) Private Limited ("**Proposed Allottee**") shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

20) Practicing Company Secretary's Certificate:

The certificate from M/s. SGGS & Associates, being the Practicing Company Secretary, having its office at SB-16, High Street Corporate Centre, Kapurbawdi, Thane West – 400 607 certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members at the Meeting and is made available on the website of the Company at www.wanbury.com

21) Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item Nos. 2 of this Notice.

22) Other disclosures:

- a) Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- b) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations;
- c) The valuation report from an independent registered valuer, Mr. Suman Kumar Verma having Registered Valuer Number as IBBI Registration No. IBBI/RV/05/2019/12376 in terms of Regulation 166A of the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.wanbury.com.
- d) The proposed allottee/s have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- e) The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- f) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- g) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee/s before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- h) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- i) The Equity Shares held by all the proposed allottee/s in the Company are in dematerialized form only.
- j) No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No. 2 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 2 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company except Mr. K. Chandran and Mr. Mohan Kumar Rayana, Wholetime Directors of the Company, to the extent of their indirect holding in Expert Chemicals (India) Private Limited (proposed allottee).

Registered Office:

BSEL Tech Park, B - Wing,
10th 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

Vashi, Navi Mumbai, 20th October, 2023

Annexure - A

Shareholding pattern of the Company before and after the Preferential Allotment

Sr. No.	Category	Pre issue shareholding As on October 13, 2020		Issue of Warrants (Present Issue)	Post issue shareholding	
		Shares	% of shares	(No)	Shares	% of shares
A	Promoter Share Holding					
1	Indian Promoters					
	Individuals / HUF	-	-			
	Bodies Corporate	1,00,05,561	30.56	20,00,000	1,20,05,561	34.56
2	Foreign Promoters					
	Individuals / HUF	-	-			
	Bodies Corporate	30,24,000	9.24	-	30,24,000	8.71
	Total Shareholding of Promoter and Promoter Group (A)	130,29,561	39.80	20,00,000	1,50,29,561	43.27
B	Public Share holding					
1	Institutions					
	Mutual Funds	66	0.00	-	66	0.00
	Financial Institutions/ Banks	521	0.00	-	521	0.00
	Insurance Companies	0	0.00	-	0	0.00
	NRIs	0	0.00	-	0	0.00
	NBFC Registered with RBI	42,136	0.13	-	42,136	0.12
2	Non-Institutions	0	0.00	-	0	0.00
(i)	Bodies Corporate	49,84,347	15.23	-	49,84,347	14.35
(ii)	Director or Director's Relatives	0	0.00	-	0	0.00
(iii)	Individuals (Public) holding nominal capital upto Rs.2 lakhs	47,94,742	14.65	-	47,94,742	13.80
(iv)	Individuals (Public) holding nominal capital in excess of Rs.2 lakhs	77,46,070	23.66	-	77,46,070	22.30
(v)	Key Managerial Personnel	1,04,500	0.32	-	1,04,500	0.30
(vi)	NRIs	2,38,843	0.73	-	2,38,843	0.69
(vii)	HUF	7,18,870	2.2	-	7,18,870	2.07
(viii)	Clearing Members	1,69,709	0.52	-	1,69,709	0.49
(ix)	OCBs	0	0.00	-	0	0.00
(x)	Investor Education Andand Protection Fund Authority Ministry Corporate Affairs	3,38,465	1.03	-	3,38,465	0.97
(xi)	LLP	4,72,988	1.44	-	4,72,988	1.36
(xii)	Foreign Companies	94,680	0.29	-	94,680	0.27
	Total Public Shareholding (B)	1,97,05,937	60.20	-	1,97,05,937	56.73
	Grand Total (A+B)	3,27,35,498	100.00	20,00,000	3,47,35,498	100.00

Assuming 1 (one) warrant is converted into 1 (one) equity share of Rs. 10/- each

Note: The Company has allotted on October 20, 2023, 10,000 Equity Shares to one of its Employees under Wanbury Limited Employee Stock Option Plan 2016 and the same does not form part of the shareholding pattern as mentioned above.

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