

**Wanbury Limited**

Regd. Office : BSEL Tech Park, B-Wing  
10<sup>th</sup> Floor, Sector-30A  
Opp. Vashi Railway Station  
Vashi, Navi Mumbai 400 703  
Maharashtra, INDIA  
Tel : +91-22-6794 2222  
Fax : +91-22-6794 2111/333  
CIN L51900MH1988PLC048455  
Email : info@wanbury.com  
Website : www.wanbury.com



9 September, 2016

To,  
The Manager,  
Department of Corporate Services - Listing,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**Scrip Code: 524212**

Dear Sir/Madam,

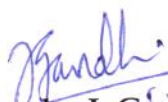
**Sub.: Notice of 28<sup>th</sup> Annual General Meeting (AGM)**

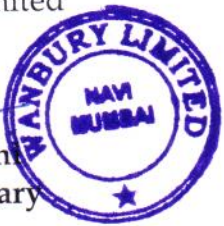
Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of the **28<sup>th</sup> Annual General Meeting** of the Members of the Company which is to be held on **Thursday, 29 September, 2016 at 11:30 A.M. at Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.**

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

Thanking you.

Yours faithfully,  
For Wanbury Limited

  
Jitendra J. Gandhi  
Company Secretary



Encl.: a/a.

# WANBURY LIMITED

28<sup>th</sup> Annual Report 2015-2016

## NOTICE

Notice is hereby given that the **Twenty Eight (28<sup>th</sup>) Annual General Meeting** of the Members of Wanbury Limited will be held on **Thursday, 29<sup>th</sup> day of September, 2016 at 11:30 A.M. at Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703** to transact the following business, with or without modifications.

### ORDINARY BUSINESS:

1. To receive, consider and adopt;
  - a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016 along with the Reports of Directors and Auditors thereon.
  - b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016.
2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868) of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification (s), the following resolutions as an **ORDINARY RESOLUTIONS** relating to the ratification of appointment of Statutory Auditors of the Company:
  - (a) **“RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W) be and are hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.”
  - (b) **“RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), the appointment of M/s. Kolath & Co., Chartered Accountants, Chennai, be and are hereby ratified as Branch Auditors of the Company, to audit the accounts of the Company's Plant Situated at Tanuku, West Godavari District, Andhra Pradesh, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.”

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION** relating to the ratification of appointment and remuneration of Cost Auditor:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company for payment of remuneration of ₹1,75,000/- (₹ One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31 March 2017, to M/s. Hemant Shah & Associates, Cost Accountants, for conducting audit of cost accounts for Pharmaceutical Business of the Company, be and is hereby ratified and confirmed.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
5. 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V as amended upto date, Listing Regulations entered into with the Stock Exchanges and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to necessary approval of the Central Government, on recommendation of the Nomination & Remuneration Committee Meeting and Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. K. Chandran (DIN: 00005868), Wholetime Director of the Company for a period of three years with effect from 1 September, 2016 on such terms and conditions including remuneration as set out hereunder, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. K. Chandran, Wholetime Director of the Company subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as under:



**A. Period:**

Three years w.e.f. 1 September, 2016 with liberty to either party to terminate the appointment on three months' notice in writing to the other.

**B. Remuneration:****i) Basic Salary:**

Basic Salary of ₹ 3,63,000/- (₹ Three Lakhs Sixty Three Thousand only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling as may be specified under the Companies Act, 2013 and Rules made thereunder read with Schedule V of the Act.

**ii) House Rent Allowance:**

House Rent Allowance of ₹ 7,260/- (₹ Seven Thousand Two Hundred Sixty only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling as may be specified under the Companies Act, 2013 and Rules made thereunder read with Schedule V of the Act.

**iii) Special Allowance**

Special Allowance of ₹ 2,930/- (₹ Two Thousand Nine Hundred Thirty only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling as may be specified under the Companies Act, 2013 and Rules made thereunder read with Schedule V of the Act.

**iv) Leave Travel Allowance**

Leave Travel Allowance of ₹ 7,000/- (₹ Seven Thousand only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling of actual expenses.

**v) Medical Allowance:**

Medical Allowance of ₹ 1,250/- (₹ One Thousand Two Hundred Fifty only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling of actual expenses.

**vi) Annual Performance Bonus:**

At present not applicable as the Net worth of the Company is running into negative.

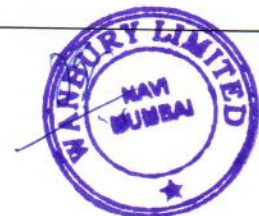
**C. Perquisites:**

- i) Reimbursement of Expenses on actual, pertaining to gas, fuel, electricity and telephone.
- ii) Personal Accident Insurance coverage for self as per the rules of the Company.
- iii) Company's contribution towards Provident Fund and superannuation fund or annuity fund on basic salary as per the rules applicable to Senior Executives of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iv) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per the rules applicable to Senior Executives of the Company.
- v) Leave and encashment of leave at the end of the tenure as per the rules applicable to Senior Executives of the Company.
- vi) A car for use of Company's business.
- vii) Spouse accompanying on any official domestic and overseas trip will be governed as per the policy of the Company as applicable to Wholetime Director/Senior Executives of the Company.
- viii) Fees of one corporate club in India (including Admission and Membership fees).
- ix) Any other policies/benefits that are introduced by the Group from time to time as applicable at his level.

**FURTHER RESOLVED THAT** the aggregate of the Salary, allowances and perquisites in any financial year shall be subject to the limits prescribed from time to time under Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder read with Schedule V to the Act as may be from time to time be in force or otherwise as may be permissible under the law.

**FURTHER RESOLVED THAT** in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the aforesaid remuneration will be minimum remuneration subject to the approval of Central Government wherever required.

**FURTHER RESOLVED THAT** subject as aforesaid, Mr. K. Chandran shall be governed by such other rules as may be applicable to the Senior Executives of the Company from time to time.



# WANBURY LIMITED

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**FURTHER RESOLVED THAT** the period of office shall be liable to determination by retirement of directors by rotation.

**FURTHER RESOLVED THAT** the Board of Directors ("Board")/Nomination and Remuneration Committee of Directors ("NRC") of the Company be and are hereby authorized to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary, performance linked incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. K Chandran, WTD of the Company subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in accordance with the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendment or re-enactment thereof for the time being in force) (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Regulations and Listing Agreement entered into by the Company with the stock exchanges, where the securities of the Company are listed and in accordance with the existing Preferential Issue Guidelines issued by the Securities & Exchange Board of India ("SEBI") contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations") and subject to all other applicable rules, regulations and guidelines, such approvals, permissions, sanctions and consents as may be necessary and required under the applicable laws, rules and regulations and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be), which may be accepted by the Board of Directors of the Company (herein referred to as "Board", which term shall include any duly constituted and authorized committee thereof, which the Board may constitute to exercise its powers) and subject to any alterations, modifications, corrections, changes and variations that may be decided by the Board in their discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches 32,59,500 equity shares of ₹10/- each (₹ Ten only) at a premium of ₹27.50 (₹ Twenty Seven and Paise Fifty only) per equity share aggregating to an issue price of ₹37.50 (₹ Thirty Seven and Paise Fifty only) per equity share to the following allottee being Promoters of the Company on preferential basis (hereinafter referred to as "Preferential Issue of Shares"), on such terms and conditions and in such manner as the Board may think fit:

Sr. No.	Name of the Allottee	No. of Shares	Category
1.	M/s. Expert Chemicals (India) Pvt. Ltd.	32,59,500	Indian Promoter (Body Corporate)
	<b>Total</b>	<b>32,59,500</b>	

**FURTHER RESOLVED THAT,**

- i. the equity shares to be so offered and allotted to the aforesaid allottee shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ii. the equity shares to be issued, shall rank pari passu with the existing equity shares of the Company in all respects including as to dividend and be listed on the stock exchanges, where the equity shares of the Company are currently listed;
- iii. the '**Relevant Date**' under SEBI (ICDR) Regulations on Preferential Issue, in relation to the offer and issue of Equity Shares, for the purpose of determining the issue price i.e. **23 May, 2011** being the **date of scheme approved under the Corporate Debt Restructuring Cell of Reserve Bank of India** prior to the date of passing of this resolution;
- iv. the equity shares to be issued shall be subject to a lock-in for such period from the date of their allotment as provided and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended up to date.
- v. the allotment of equity shares shall be completed within a period of 15 days from the date of passing of Special Resolution by the Members according their approval to the said issue. As the present issue is pursuant to a Scheme of Corporate Debt Restructuring as per the Corporate Debt Restructuring framework specified by the Reserve Bank of India, the requirement of allotment of Equity Shares within a period of Fifteen (15) days shall not apply to allotment of specified securities on preferential basis.
- vi. If the said Promoter will not subscribe to the said Preferential Issue in full then in such case the unsubscribed portion will be subscribe by remaining Promoter or Promoters Group or to a new Promoter or Persons in control of the Issuer of the Company subject to such terms and conditions and other applicable law from time to time and the provisions of SEBI (SAST) Regulations, 2011, specified securities held by Promoters and locked-in, in terms of sub-regulation (1) of



Regulation 78 may be transferred among Promoters or Promoters Group or to a new Promoter or Persons in control of the Issuer.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, and issue clarifications on the issue and allotment of fresh equity shares, to effect any modification to the foregoing (including any modification to the terms of the issue) in the best interests of the Company and its Shareholders and to execute all such writings and instruments as the Board may in its absolute discretion deem necessary or desirable.

**FURTHER RESOLVED THAT** the Board be and is hereby also authorised to delegate all or any of the powers to the Committee of Directors of the Company to give effect to the aforesaid resolution.”

7. To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **SPECIAL RESOLUTION:**

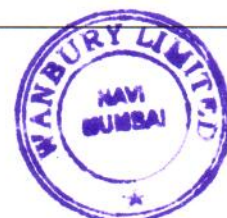
**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Regulations and Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”) and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such approvals, permissions, sanctions and consents as may be necessary and required under the applicable laws, rules, regulations, circulars and guidelines and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as “Board” which term shall include any duly constituted and authorized committee thereof to exercise its powers under the resolutions) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, on a preferential basis:

a) upto an aggregate of 5,00,000 (Five Lakhs only) Compulsorily Convertible Debentures (hereinafter referred to as “CCDs”) of face value of ₹ 200/- (₹ Two Hundred only) each at par aggregating ₹ 10 Crore (₹ Ten Crore only), with each CCD convertible into 1 (One) equity share at a conversion price of ₹ 200/- (₹ Two Hundred only) per equity share (Face Value of ₹ 10/- and Premium of ₹ 190/-) per equity share (hereinafter referred to as “CCD Shares”), to Edelweiss Asset Reconstruction Company Ltd. (“EARC”) as a Trustee of EARC Trust SC 145 (hereinafter referred to as the “Edelweiss”).

**FURTHER RESOLVED THAT** the CCDs being offered, issued and allotted to Edelweiss by way of a preferential basis issue shall inter alia be subject to the following:

- (i) The **CCD shares** to be offered, issued and allotted to Edelweiss shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. CCDs to be offered, issued and allotted to Edelweiss shall be either in physical form or in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company ;
- (ii) The **CCD Shares** arising upon conversion of CCDs shall rank pari passu with the existing equity shares of the Company in all respects including as to dividend and other corporate benefits from time to time;
- (iii) The “Relevant Date” for the offer, issue and allotment of the CCDs by way of a preferential issue, as per the SEBI Regulations, for the determination of the minimum price for the issue of the CCDs is **30 August, 2016** (which is the day 30 days prior to the date of ensuing Annual General Meeting which is scheduled to be held on 29 September, 2016, has been taken as the “Relevant Date”);
- (iv) The CCDs and **CCD Shares** to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI (ICDR) Regulations;
- (v) The CCDs shall be converted into **CCD Shares** within a period of 18 months from the date of allotment of the CCDs, in the manner specified in the explanatory statement, which shall be deemed to be a part hereof; and
- (vi) **CCD Shares** upon conversion of the CCDs will be listed subject to the receipt of the necessary regulatory permissions and approvals.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to offer, issue and allot requisite number of **CCD Shares** to the holder of CCDs upon conversion.



# WANBURY LIMITED

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**FURTHER RESOLVED THAT** subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the CCDs including the time, mode and manner of conversion of CCDs into **CCD Shares** and subject to approval from **Edelweiss** to vary, modify or alter any of the terms and conditions, including size of the preferential issue to **Edelweiss**, as it may deem expedient.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and matters as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose, including without limitation to issue clarifications on the offer, issue and allotment of the CCDs and conversion of CCDs into **CCD Shares**, to execute all such writings and instruments and enter into arrangement/ agreements as the Board may in its absolute discretion deem necessary or desirable for the purpose of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the CCDs, conversion of CCDs into **CCD Shares** and utilisation of proceeds of the CCDs, take all others steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing in the best interests of the Company and its Shareholders.

**FURTHER RESOLVED THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental/statutory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to the aforesaid resolution."

8. 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 applicable provisions, if any, of the SEBI (Share Based Employee Benefit) Regulations, 2014, Companies Act 2013 and Rules made thereunder, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the 'Wanbury Limited Employee Stock Option Plan 2016 (hereinafter referred to as the "WANBURY ESOP 2016"/ "Plan") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and grant at any time to or benefit of such person(s) who are in permanent employment of the Company, whether working in India or outside India, including any Director of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, options exercisable into 9,98,464 (Nine Lakhs Ninety Eight Thousand Four Hundred and Sixty Four) equity shares of the Company, being not exceeding 5% (Five Percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, of face value ₹ 10/- each (Rupees Ten), under Employee Stock Option Scheme 2016, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant authority from time to time.

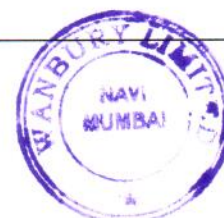
**FURTHER RESOLVED THAT** in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division/undertaking or other re-organisation and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Scheme shall be appropriately adjusted, without affecting any other rights or obligations under the Scheme.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Employee Stock Option Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

**FURTHER RESOLVED THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantee/s under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹10/- (₹ Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantee/s.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the SEBI (Share Based Employee Benefit) Regulations 2014, Companies Act 2013 and Rules made thereunder, the Memorandum and Articles of Association of the Company and any other applicable laws.

**FURTHER RESOLVED THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the WANBURY ESOP 2016.



**FURTHER RESOLVED THAT** the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the WANBURY ESOP 2016 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.


**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, things and matters and to take all steps and to do all things and give such directions as may be necessary, expedient, or desirable and also to settle any queries, question or difficulties that may arise in such manner and the Board / such authorised person in its/ his/her absolute discretion may deem fit and take steps which are incidental and ancillary in this connection."

9. To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**:  
"**RESOLVED THAT** Mr. P.V. Pasupathy, President of the Company, be granted 3,00,000 options, which exceeds 1% of the issued capital (excluding outstanding warrants and conversions) of the Company as on the date of this resolution."

**Registered Office:**

BSEL Tech Park, B - Wing,  
10th Floor, Sector 30-A, Vashi,  
Navi Mumbai – 400 703.  
Tel.: 91 22 67942222  
Fax: 91 22 67942111/333  
Email: shares@wanbury.com  
Website: www.wanbury.com  
CIN: L51900MH1988PLC048455  
Mumbai, 12 August, 2016

By Order of the Board of Directors  
For Wanbury Limited

  
**Jitendra J. Gandhi**  
Company Secretary

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON POLL; INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10 %) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies act, etc. must be supported by an appropriate resolution/authority as applicable.
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as per **Item Nos. 4 to 9** herein above, is annexes herewith.
- The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 23 September, 2016 to Thursday, 29 September, 2016** (both days inclusive) for the purpose of Annual General Meeting.
- The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless Compliances by the Companies pursuant to the applicable provisions of Information Technology Act, 2000. The Members are requested to notify their e-mail addresses to Company and enable the Company to send notices, annual report and other documents through electronic mode (e-mail). The Members can notify their e-mail addresses to the Company by sending a request on e-mail ID shares@wanbury.com or by sending a letter addressed to the Company Secretary.
- 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. Sharex Dynamic (India) Pvt. Ltd., Unit – 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072** in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.
- In case the mailing address mentioned on this Annual Report is without the PIN CODE, Shareholders are requested to kindly inform their PIN CODE immediately to their DP or the Company's Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., as mentioned above.



# WANBURY LIMITED

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8. Members who hold Shares in Dematerialized Form are requested to write their Client ID and DP ID numbers and those who hold shares in Physical Form are requested to write their Registered Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
9. Shareholders desiring any information as regards to the Accounts of the Company are requested to write to the Company at least seven days in advance of the Annual General Meeting; so that the information to the extent practicable can be made available at the Annual General Meeting.
10. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting hall.
11. Pursuant to Section 205A and Section 205C to the Companies Act, 1956 and Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-2008 to Investor Education and Protection Fund ("the IEPF") established by the Central Government.

Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend on the website of the Company ([www.wanbury.com](http://www.wanbury.com)) as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

Dividends for the financial years 2007-2008 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2009-10 and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.

12. Facility of nomination is now available and Members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of dematerialised holdings.
13. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations (earlier Clause 35B of the Listing Agreement entered into with stock exchanges) all the business as per **Item Nos. 1 to 9** herein above, is required to be transacted by electronics means.
14. The Board of Directors of the Company has appointed Ms. Kala Agarwal of M/s. Kala Agarwal, Practicing Company Secretary as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
15. Process and manner for Members opting for remote e - Voting is as under:
  - (i) The remote voting period begins on **Monday, 26 September, 2016 at 9:00 A.M. and ends on Wednesday, 28 September, 2016 at 5:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date **22 September, 2016 (Record Date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iii) Click on Shareholders.
  - (iv) 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. Members holding shares in Physical Form should enter Registered Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in dematerialised form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.





(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Dematerialised Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialised shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	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"> <li>If both the details are not recorded with the depository or Company please enter the Member ID/Regd. Folio Number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the **EVSN for Wanbury Limited**.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

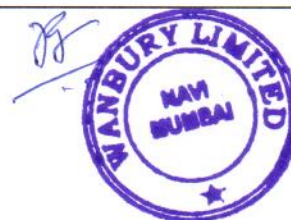
(xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



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- 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
16. The persons who have acquired shares and become members of the Company after dispatch of the notice of Annual General Meeting, may obtain User ID and Password for Remote e-voting by sending request to the Company / Sharex Dynamics (India) Pvt. Ltd. either by way of a letter or by sending email to [shares@wanbury.com](mailto:shares@wanbury.com) / [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)
  17. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the Annual General Meeting and the Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.
  18. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
  19. A Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on **22 September, 2016 ('cut-off date')**. A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the '**cut-off date only**' shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting.
  20. The Scrutinizer will submit his/her report addressed to Mr. K. Chandran, Vice Chairman after completion of the scrutiny and the results of the voting will be announced on or before **1 October, 2016**.
  21. Members are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with respective Depository Participant (if holding shares in electronic form) or the Company / Sharex Dynamic (India) Pvt. Ltd. (if holding shares in physical form). The requests to the Company / Sharex Dynamic (India) Pvt. Ltd. can either be sent by way of a letter or by sending e-mail to [shares@wanbury.com](mailto:shares@wanbury.com) / [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)
  22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (from 10:00 A.M. to 5:00 P.M.) on all business working days except Sundays, upto and including the date of the Annual General Meeting of the Company.



**ANNEXURE TO THE NOTICE**
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**
**ITEM NO. 4:**
**APPOINTMENT & REMUNERATION OF COST AUDITORS:**

In pursuance of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors (Board) shall appoint an Individual who is Cost Accountant in practice, or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the Members.

On recommendation of Audit Committee, the Board has considered and approved appointment of M/s. Hemant Shah & Associates, Cost Accountants, (the firm) for conducting the Cost Audit of "all applicable products and group of products" at a remuneration of ₹ 1,75,000/- (₹ One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31 March, 2017.

None of the Directors and/or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution.

The Board recommends passing of the Ordinary Resolution set out in Item No. 4 of the accompanying notice for approval of the Shareholders.

**ITEM NO. 5:**
**RE-APPOINTMENT OF MR. K. CHANDRAN FOR 3 YEARS AS WHOLETIME DIRECTOR OF THE COMPANY.**

The Members of the Company had approve the appointment of Mr. K. Chandran as Wholetime Director of the Company for a period of three years at their 25<sup>th</sup> Annual General Meeting held on 24 September, 2013. The term of appointment of Mr. K. Chandran is expires on 31 August, 2016.

Mr. K. Chandran has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company. Keeping this in view, the Board of Directors at its meeting held on 18 May 2016, on the recommendation of Nomination & Remuneration Committee has approved the re-appointment of Mr. K. Chandran as Whole-time Director of the Company w.e.f. 1 September, 2016 for a period of Three (3) years on such terms and conditions subject to necessary approval of Shareholders in General Meeting and Central Government. Mr. K. Chandran fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.

The information as required under Schedule V to the Companies Act, 2013 are as under:

**I. GENERAL INFORMATION:**

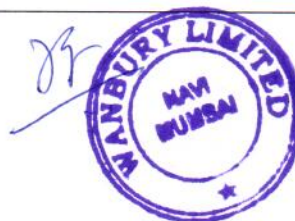
- (1) Nature of Industry – **Pharmaceutical Industry.**
- (2) Date of commencement of commercial production – **The Company commenced its pharmaceutical business from 1988 onwards.**
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – **Not Applicable.**
- (4) **FINANCIAL PARAMETERS:**

(Amount ₹ in Lakhs)

Financial Parameters	2015-16	2014-15**	2013-14*	2012-13	2011-12
Total Income	<b>42,466.78</b>	25,640.73	66,732.11	41,868.58	35,537.46
Total Expenditure	<b>43,170.25</b>	25,192.47	69,271.06	44,401.77	37,934.34
Profit / (Loss) Before Tax	<b>(703.49)</b>	448.25	(26,715.27)	(2,533.18)	(1,613.68)
Profit / (Loss) After Tax	<b>(703.49)</b>	320.78	(27,000.93)	(2,546.88)	(1,613.68)
Rate of Dividend recommended/ declared	<b>0%</b>	0%	0%	0%	0%

\* Financial Year 2013-14 was of 18 months period starting from 1 April, 2013 to 30 September, 2014.

\*\* Financial Year 2014-15 was of 6 months period starting from 1 October, 2014 to 31 March, 2015.



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(5) **Foreign investments or collaborators, if any:**

The Company has five foreign subsidiaries namely Wanbury Holding B.V., Wanbury Global FZE, Cantabria Pharma S. L., Laboratories Wanbury S. L. and Ningxia Wanbury Fine Chemicals Company Limited. Kindly refer to the Note No. 28 in the notes to accounts for the investment made by the Company in the subsidiaries, which forms part of Annual Report.

## II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background details:** Mr. K. Chandran aged about 58 years, is a Science Graduate and has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company.
- (2) **Past Remuneration:** Remuneration of ₹ 49.77 Lakhs was paid to Mr. K. Chandran for the year 2015-2016 which is pending for Central Government's approval.
- (3) **Job profile and his suitability:** Mr. K. Chandran is in-charge of the overall administration of the Company and its Subsidiary Companies, subject to the superintendence, direction and control of the Board of Directors of the Company.
- (4) **Remuneration proposed:** As set out in the resolution. The remuneration of Mr. K. Chandran has the approval of Board.
- (5) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) –** Taking into consideration, size of the Company, the profile of Mr. K. Chandran, an Indian National, the responsibility shouldered by him, the remuneration package set out in resolution is commensurate with the remuneration package paid to managerial position in other Companies.
- (6) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides, the remuneration proposed, Mr. K. Chandran does not have any other pecuniary relationship with the Company or relationship with any managerial personnel.

## III. OTHER INFORMATION:

(1) **Reason of loss or inadequate profits:**

The Company has made a Loss of ₹ (703.47) Lakhs for the financial year 2015-16. But in the previous period, the Company has made a profit of ₹ 320.78 Lakhs.

(2) **Steps taken or proposed to be taken for improvement:**

The Company has taken a number of initiatives to improve the yield and other cost reduction by improving the manufacturing process. All vacancies have been filled across the country with the best talent. The Company has also engaged some of the best talent in the industry at senior management leadership levels. The new product pipeline is robust and the launch of these products should help to achieve a significant growth in revenues and profitability.

(3) **Expected increase in productivity and profits in measurable terms:**

Over the next three years the Company is targeting an overall compounded annual growth rate of 33%, which as aforesaid would be laid by growth in existing products, new product introductions, foray in new divisions and markets, increased geographical spread of the Company and expansion of its manufacturing and research capacities.

None of the Directors and/or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. K. Chandran and his relatives.

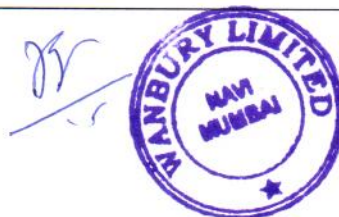
The Board recommends passing of the Special Resolution set out in Item No. 5 of the accompanying notice for approval of the Shareholders.

## ITEM NO. 6:

### ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. EXPERT CHEMICALS (INDIA) PVT. LTD., PROMOTERS OF THE COMPANY UNDER CDR SCHEME:

Bank of India as the lead bank of the consortium of bankers of the Company had referred the Company for restructuring of its debt to the Corporate Debt Restructuring (CDR) Cell. The Corporate Debt Restructuring Cell has approved Corporate Debt Restructuring Scheme and has issued letter of approval (LOA) dated 23 May, 2011.

As per the terms and conditions of the Corporate Debt Restructuring of the Company, the Promoters of the Company are required to contribute specified amount in the Capital of the Company from time to time. Therefore, Expert Chemicals (India) Pvt. Ltd. has contributed till date ₹ 19.80 Crores and the Company has allotted 52,80,000 Equity Shares to Expert Chemicals (India) Pvt. Ltd. pursuant to the provisions of Corporate Debt Restructuring Scheme.



Expert Chemicals (India) Pvt. Ltd. has further contributed ₹ 12.22 Crore. The Company will therefore be required to issue & allot 32,59,500 Equity Shares of the Company on preferential allotment basis to Expert Chemicals (India) Pvt. Ltd. at a price of ₹ 37.50 (₹ Thirty Seven and Paise Fifty only) {Face Value of ₹ 10/- and Premium of ₹ 27.50/-} per equity share or at a price, which will be in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendment(s) thereof.

The present resolution is proposed to be passed in order to enable the Board of Directors to make the Preferential Issue to Promoters of the Company.

The following disclosure is made for the Preferential Issue of Equity Shares in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as "ICDR"):-

**i) OBJECTS OF THE PREFERENTIAL ISSUE:**

The Object of the issue is the restructuring of the various obligations/liabilities of the Company, in accordance with the Letter of Approval by the Corporate Debt Restructuring Empowered Group ("CDR EG"), a non-statutory voluntary mechanism set up under the aegis of the Reserve Bank of India (RBI) for the efficient restructuring of corporate debt (hereinafter referred to as the "CDR") and to make issue & allotment of equity shares to the Promoters of the Company in accordance with the said Letter of Approval (LOA).

**ii) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:**

M/s. Expert Chemicals (India) Pvt. Ltd., Promoter of the Company, proposes to subscribe to the equity shares under the said offer. If the said Promoter will not subscribe to the said Preferential Issue in full then in such case the unsubscribed portion will be subscribe by remaining Promoter or Promoters Group or to a new Promoter or Persons in control of the Issuer of the Company subject to such terms and conditions and other applicable law from time to time and the provisions of SEBI (SAST) Regulations, 2011. Specified securities held by Promoters and locked-in, in terms of sub-regulation (1) of Regulation 78 may be transferred among Promoters or Promoters Group or to a new Promoter or Persons in control of the Issuer.

No person belonging to the Promoters and Promoters Group have sold their shares in the Company during the six months preceding the Relevant Date.

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed preferential allotment. As a result of this preferential allotment, there shall be no changes in the Board of Directors of the Company.

**iii) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE:**

**The Shareholding Pattern before and after the preferential issue:**

Shareholders Category	Pre Issue		Allotment of Equity Shares	Post Issue	
	Number of shares held	%	No. of shares	Number of shares held	%
<b>PROMOTERS</b>					
<b>Indian:</b>					
Expert Chemicals (India) Pvt. Ltd.	67,54,730	33.83	32,59,500	1,00,14,230	43.11
<b>Foreign:</b>					
Kingsbury Investment Inc.	30,24,000	15.14	-	30,24,000	13.02
<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>97,78,730</b>	<b>48.97</b>	<b>32,59,500</b>	<b>1,30,38,230</b>	<b>56.13</b>
<b>PUBLIC SHAREHOLDING</b>					
Institutions	5,83,050	2.92	-	5,83,050	2.51
Non-institutions	96,07,506	48.11	-	96,07,506	41.36
<b>Total Public Shareholding (B)</b>	<b>1,01,90,556</b>	<b>51.03</b>	<b>-</b>	<b>1,01,90,556</b>	<b>43.87</b>
<b>TOTAL – (A + B)</b>	<b>1,99,69,286</b>	<b>100.00</b>	<b>-</b>	<b>2,32,28,786</b>	<b>100.00</b>

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iv) **PROPOSED TIME WITHIN WHICH ALLOTMENT OF PREFERENTIAL ISSUE WILL BE COMPLETED:**

As required under Chapter VII of the SEBI ICDR Regulations,, the Company will complete the allotment of Equity Shares within a period of Fifteen (15) days from the date of passing of the Special Resolution by the Members or where the allotment on preferential basis requires any approval by any Regulatory Authorities or Central Government, the allotment of shares will be completed within a period of Fifteen (15) days from the date of such approval. As the present issue is pursuant to a Scheme of Corporate Debt Restructuring as per the Corporate Debt Restructuring framework specified by the Reserve Bank of India, the requirement of allotment of Equity Shares within a period of Fifteen (15) days shall not apply to allotment of specified securities on preferential basis.

v) **IDENTITY OF THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF CAPITAL HELD BY IT/HIM AND CHANGE IN CONTROL, IF ANY, OF THE ISSUER :**

The following is the person to whom Equity Shares are proposed to be allotted on a preferential basis. The number of shares and percentage of holding by the proposed allottee prior to and after the proposed issue is as under:

Name of the proposed Allottee	Pre-issue Equity Shareholding		Post-issue Equity Shareholding	
	No. of shares	%	No. of shares	%
M/s. Expert Chemicals (India) Pvt. Ltd.	67,54,730	33.83	1,00,14,230	43.11
<b>TOTAL</b>	<b>67,54,730</b>	<b>33.83</b>	<b>1,00,14,230</b>	<b>43.11</b>

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed preferential allotment. As a result of this preferential allotment, there shall be no changes in the Board of Directors of the Company.

vi) **PRICING OF THE EQUITY SHARES:**

The pricing of the Equity Shares to be allotted to Expert Chemical (India) Pvt. Ltd., on preferential basis shall not be lower than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; OR
- The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The "Relevant Date" for the preferential issue of aforesaid Equity Shares is 23 May, 2011, the date of approval of the Corporate Debt Restructuring Scheme by Corporate Debt Restructuring Cell, under the Corporate Debt Restructuring framework of Reserve Bank of India, in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendment(s) thereof.

'Stock Exchange' for this purpose shall mean any of the recognized stock exchanges and on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date.

vii) **UNDERTAKING TO RECOMPUTED PRICE AND UNDERTAKING TO PUT UNDER LOCK-IN TILL THE RECOMPUTED PRICE IS PAID:**

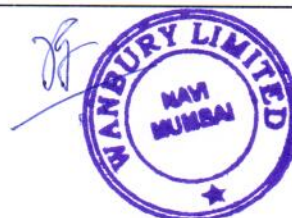
As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price of the Equity Shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the Investor i.e. M/s. Expert Chemicals (India) Pvt. Ltd. within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to Investor shall continue to be locked-in till the time such amounts are paid by them.

viii) **LOCK IN REQUIREMENTS:**

The equity shares to be issued on preferential basis to the Promoters and Promoters Group shall be subject to a lock-in for such period as specified under Chapter VII of ICDR, as amended from time to time.

As it is proposed to issue Equity Shares on Preferential basis, Special Resolution is required to be approved by the Members pursuant to the Provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended.

None of the Directors and/or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. K. Chandran being the promoter director of the Company.



The Board recommends passing of the Special Resolution set out in Item No. 6 of the accompanying notice for approval of the Shareholders.

**ITEM NO. 7:**

**ISSUE/ALLOTMENT OF CCD'S CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES ON PREFERENTIAL BASIS TO EDELWEISS ASSET RECONSTRUCTION COMPANY LTD. (EARC):**

As a part of Restructuring of Debt, State Bank of India (SBI) has assigned its loan to Edelweiss Asset Reconstruction Company Ltd. (EARC) and as per the mutually agreed terms between the Company & Edelweiss, the Company needs to issue & allot 5,00,000 CCDs @ ₹ 200/- (₹ Two Hundred Only) per debenture to Edelweiss upto an amount of ₹ 10 Crore convertible into equal number of equity shares on preferential basis. The Company would have to issue and allot equity shares of the Company to Edelweiss on conversion of CCDs into equity shares after 18 months period.

However, based on the agreement to restructure the debts of the Company with Edelweiss, the Company shall issue equity shares and / or CCDs to Edelweiss.

The following details of the proposed preferential issue of CCDs/equity shares are disclosed in accordance with the provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), as amended from time to time:

**a. THE OBJECT OF THE PREFERENTIAL ISSUE:**

The object of the issue is to comply with the restructuring proposal formed by Edelweiss for the outstanding dues of the Company by allotting 5,00,000 CCDs @ ₹ 200/- per debenture to Edelweiss upto an amount of ₹ 10 crore convertible into equal number of equity shares after a period of 18 Months at a price of ₹ 200/- (₹ Two Hundred only) per equity share (Face Value of ₹ 10/- and Premium of ₹ 190/-) per equity share

**b. THE INTENTION OF THE PROMOTERS, DIRECTORS AND KEY MANAGERIAL PERSONNEL" OF THE COMPANY TO SUBSCRIBE TO THE PROPOSED PREFERENTIAL OFFER:**

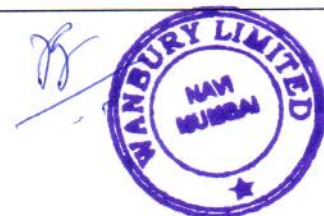
The present Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and None of the promoters, directors or Key Managerial Personnel intends to subscribe to the proposed preferential offer.

**c. THE SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:**

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the CCD Shares. Such CCD Shares, once allotted, will rank pari passu with the existing equity shares of the Company in all respects, including dividend. The shareholding pattern of the Company before and after considering the preferential issues of CCDs and after conversion of CCDs into **CCD Shares** of the company under this Notice is provided hereunder:

**The Shareholding Pattern before and after the preferential issue of CCDs and CCD Shares:**

Shareholders Category	Pre Issue shareholding		Allotment of Equity Shares No. of shares	After allotment of CCD shares	
	Number of shares held	% of holding		Number of shares held	% of holding
<b>PROMOTERS</b>					
<b>Indian:</b>					
Expert Chemicals (India) Pvt. Ltd.	1,00,14,230	43.11	-	1,00,14,230	42.20
<b>Foreign:</b>					
Kingsbury Investment Inc.	30,24,000	13.02	-	30,24,000	12.74
<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>1,30,38,230</b>	<b>56.13</b>	<b>-</b>	<b>1,30,38,230</b>	<b>54.95</b>
<b>PUBLIC SHAREHOLDING</b>					
Institutions	5,83,050	2.51	5,00,000	10,83,050	4.56
Non-institutions	96,07,506	41.36	-	96,07,506	40.49
<b>Total Public Shareholding (B)</b>	<b>1,01,90,556</b>	<b>43.87</b>	<b>-</b>	<b>1,06,90,556</b>	<b>45.05</b>
<b>TOTAL – (A + B)</b>	<b>2,32,28,786</b>	<b>100.00</b>	<b>5,00,000</b>	<b>2,37,28,786</b>	<b>100.00</b>



# WANBURY LIMITED

28<sup>th</sup> Annual Report 2015-2016

**d. PROPOSED TIME WITHIN WHICH THE ALLOTMENT OF PREFERENTIAL ISSUE SHALL BE COMPLETED:**

As required under Chapter VII of the SEBI ICDR Regulations, the Company shall complete the allotment of the CCDs by way of preferential issue within a period of 15 days from the date of passing of the above-referred special resolutions in the captioned Annual General Meeting or 15 days from the date of receipt of necessary regulatory approvals, if any, whichever is later or within such further period as may be prescribed or allowed by the SEBI, stock exchange(s) or other concerned regulatory authorities as the case may be.

**e. IDENTITY OF THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF CAPITAL HELD BY IT/HIM AND CHANGE IN CONTROL, IF ANY, OF THE ISSUER:**

The following is the body corporate/Institution to whom CCDs and **CCD Shares** convertible after 18 months are proposed to be issued/allotted on a preferential basis. The number of shares and percentage of holding by the proposed allottee prior to and after the conversion of proposed CCDs into equal number of equity shares is as under:

Name of the Proposed Allottee	Pre-issue Equity Shareholding		Post-issue Equity Shareholding	
	No. of shares	%	No. of shares	%
M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC-145	NIL	NIL	5,00,000	2.11
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>5,00,000</b>	<b>2.11</b>

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of this preferential allotment, except a corresponding change in shareholding pattern as well as voting right.

**f. UNDERTAKING TO RECOMPUTED PRICE AND UNDERTAKING TO PUT UNDER LOCK-IN TILL THE RECOMPUTED PRICE IS PAID:**

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price of the Equity Shares to be allotted under the Preferential Issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the Investor i.e. M/s. Edelweiss Asset Reconstruction Company Ltd. as a Trustee of EARC Trust SC-145 within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to Investor shall continue to be locked-in till the time such amounts are paid by them.

**G. CERTIFICATE FROM STATUTORY AUDITORS**

M/s. Kapoor & Parekh, Chartered Accountants, Statutory Auditors of the Company have certified that the issue of the securities is being made in accordance with the SEBI ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company during normal business hours (i.e. between 11:00 a.m. to 5:00 p.m.) on all working days (except Saturdays, Sundays and Holidays) up to and including the date of the Annual General Meeting.

**h. RELEVANT DATE:**

The "Relevant Date" in terms of Regulation 71(a) as per the SEBI ICDR Regulations, for the offer, issue and allotment of the CCDs by way of a preferential issue, for the determination of the minimum price for the issue of the CCDs is **30 August, 2016** (which is the day 30 days prior to the date of ensuing Annual General Meeting i.e. **29 September, 2016**, has been taken as the "Relevant Date");

**i. LOCK-IN PERIOD:**

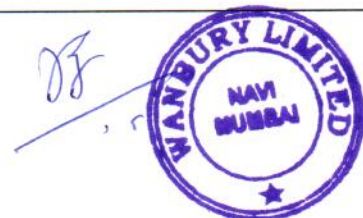
The CCDs and CCD Shares to be offered, issued and allotted to EARC shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations.

**j. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:**

This is not applicable in the present case since the Company being a listed company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash consideration.

**k. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF THE REGISTERED VALUER:**

This is not applicable in the present case since the Company is a listed company and its shares are frequently traded both on the National Stock Exchange of India Ltd. and BSE Ltd. However, it is agreed that the issue price shall be calculated in accordance with the SEBI ICDR Regulations.





**I. THE TOTAL NUMBER OF CCDs and CCD SHARES TO BE ISSUED AND PRICE AT WHICH THE PREFERENTIAL ISSUE IS PROPOSED:**

The Board intends to offer, issue and allot up to 5,00,000 (Five Lakhs) CCDs converted into equal number of equity shares after 18 months at a price of ₹ 200/- (₹ Two Hundred only) per CCD converted into equal number of Equity Share at ₹ 200/- (₹ Two Hundred only) (face value of ₹ 10/- and Premium of ₹ 190/-) per equity share to the Edelweiss, the minimum price at which the issue shall be made as determined as on Relevant Date in accordance with Regulation 76 of the ICDR Regulations and applicable law.

The consent of the Members is sought for the issue of equity shares and / or CCDs, and the equity shares allotted pursuant to conversion of the CCDs, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

None of the Directors and/or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution.

The Board recommends passing of the Special Resolution set out in Item No. 7 of the accompanying notice for approval of the Shareholders.

**ITEM NO. 8:**

**EMPLOYEE STOCK OPTION SCHEME, 2016:**

**THE SALIENT FEATURES OF THE EMPLOYEE STOCK OPTION SCHEMES, 2016 ARE AS UNDER:**

**1. BRIEF DESCRIPTION OF THE SCHEME:**

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about the growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the Shareholders is being sought for issue of stock options under the **Employee Stock Option Plan 2016** to the employees of the Company.

**2. TOTAL NUMBER OF OPTIONS TO BE GRANTED:**

Employee Stock Options exercisable into 9,98,464 (Nine Lakh Ninety Eight Thousand Four Hundred and Sixty Four) equity shares of the Company being not exceeding 5% of the Paid-up Capital of the Company of face value ₹10 each, would be available for being granted to eligible employees of the Company, either directly and / or through a Trust, under one or more Employee Stock Option Scheme. Each option when exercised would be converted into one equity share of ₹10 each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

**3. IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN THE EMPLOYEE STOCK OPTION SCHEME(S):**

All permanent employees of the Company including Directors in Whole-time employment (excluding Promoters and Independent Directors & their Relatives) as may be decided by the Board, from time to time, would be entitled to participate in the Employee Stock Option Scheme.

**4. REQUIREMENTS OF VESTING AND PERIOD OF VESTING:**

The options granted shall vest so long as the employee continues to be in the employment of the Company, its subsidiaries and the holding company, as the case may be. The Board may, at its absolute discretion, lay down certain performance metrics/parameters on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest (subject to the maximum vesting period as specified below):

**The options have a minimum vesting period of one year from the date of grant. The exact proportion in which and the exact period over which the options would vest would be determined by the Board.**

**5. MAXIMUM PERIOD WITHIN WHICH OPTIONS SHALL BE VESTED:**

The options would vest not later than five years from the date of grant of options.

# WANBURY LIMITED

28<sup>th</sup> Annual Report 2015-2016

**6. EXERCISE PRICE OR PRICING FORMULA:**

The options will be granted at an exercise price equal to the face value per equity share that is ₹10/- per equity share.

**7. EXERCISE PERIOD AND THE PROCESS OF EXERCISE:**

The Exercise period shall commence from the date of vesting of Options and would expire not later than two years from the date of vesting. The exact Exercise period shall be decided by the Board subject to a maximum period of two years from the date of vesting of options.

The options will be exercisable by the employees by a written application to the Company / Trust to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board of the Company from time to time. The options will lapse if not exercised within the specified exercise period.

**8. APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF THE EMPLOYEES TO ESOP:**

The appraisal process for determining the eligibility of the employee will be specified by the Board of the Company, and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and / or such other criteria that may be determined by the Board of the Company from time to time at its sole discretion.

**9. MAXIMUM NUMBER OF OPTIONS TO BE ISSUED PER EMPLOYEE AND IN AGGREGATE:**

The total number of options that may be granted to any specific employee under one or more Scheme during any one year shall not exceed 1% of the Paid up capital at the time of grant and in aggregate shall not exceed 9,98,464 (Nine Lakhs Ninety Eight Thousand Four Hundred and Sixty Four) equity shares.

**10. WHETHER THE SCHEME IS TO BE IMPLEMENTED AND ADMINISTERED DIRECTLY BY THE COMPANY OR THROUGH A TRUST:**

The ESOP scheme(s) shall be implemented directly by the Company.

**11. WHETHER THE SCHEME INVOLVES NEW ISSUE OF SHARES BY THE COMPANY OR SECONDARY ACQUISITION BY THE TRUST OR BOTH:**

The ESOP Scheme(s) involves new issue of equity shares by the Company.

**12. A STATEMENT TO THE EFFECT THAT THE COMPANY SHALL CONFORM TO THE ACCOUNTING POLICIES SPECIFIED IN REGULATION 15:**

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI (Share Based Employee Benefit) Regulations, 2014 and those issued by Institute of Chartered Accountants of India.

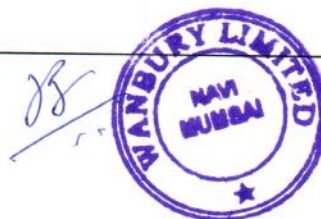
**13. STATEMENT TO BE INSERTED:**

In case the Company opts for expensing of Share Based Employee Benefits using the Intrinsic value, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As the Employee Stock Option Plan (ESOP) provide for issue of shares to be offered to persons other than existing Shareholders of the Company, consent of the Members is being sought pursuant to the applicable provisions, if any, of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except to the extent of the securities that may be offered to them under the Scheme.

The Board recommends passing of the Special Resolution set out in Item No. 8 of the accompanying notice for approval of the Shareholders.



**ITEM NO. 9:****ISSUE OF 3,00,000 OPTIONS, TO MR. P.V. PASUPATHY, PRESIDENT OF THE COMPANY EXCEEDING 1% OF THE PAID-UP/ISSUED CAPITAL:**

In accordance with SEBI (Share Based Employee Benefits) Regulations 2014, consent of the Members is being sought by a separate resolution since a substantial number of options are being granted to one employee.


Except Mr. P.V. Pasupathy, President of the Company who is interested in this resolution to the extent of the options granted to him, none of the Directors and/or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution.

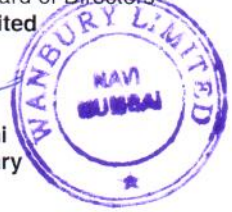
The Board recommends passing of the Special Resolution set out at Item No. 9 of the accompanying notice for approval of the Shareholders.

**Registered Office:**

BSEL Tech Park, B - Wing,  
10th Floor, Sector 30-A, Vashi,  
Navi Mumbai – 400 703.  
Tel.: 91 22 67942222  
Fax: 91 22 67942111/333  
Email: shares@wanbury.com  
Website: www.wanbury.com  
CIN: L51900MH1988PLC048455

By Order of the Board of Directors  
For Wanbury Limited

  
Jitendra J. Gandhi  
Company Secretary



Mumbai, 12 August, 2016

# WANBURY LIMITED

28<sup>th</sup> Annual Report 2015-2016

## ANNEXURE TO NOTICE

### INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS IN RESPECT OF DIRECTORS.

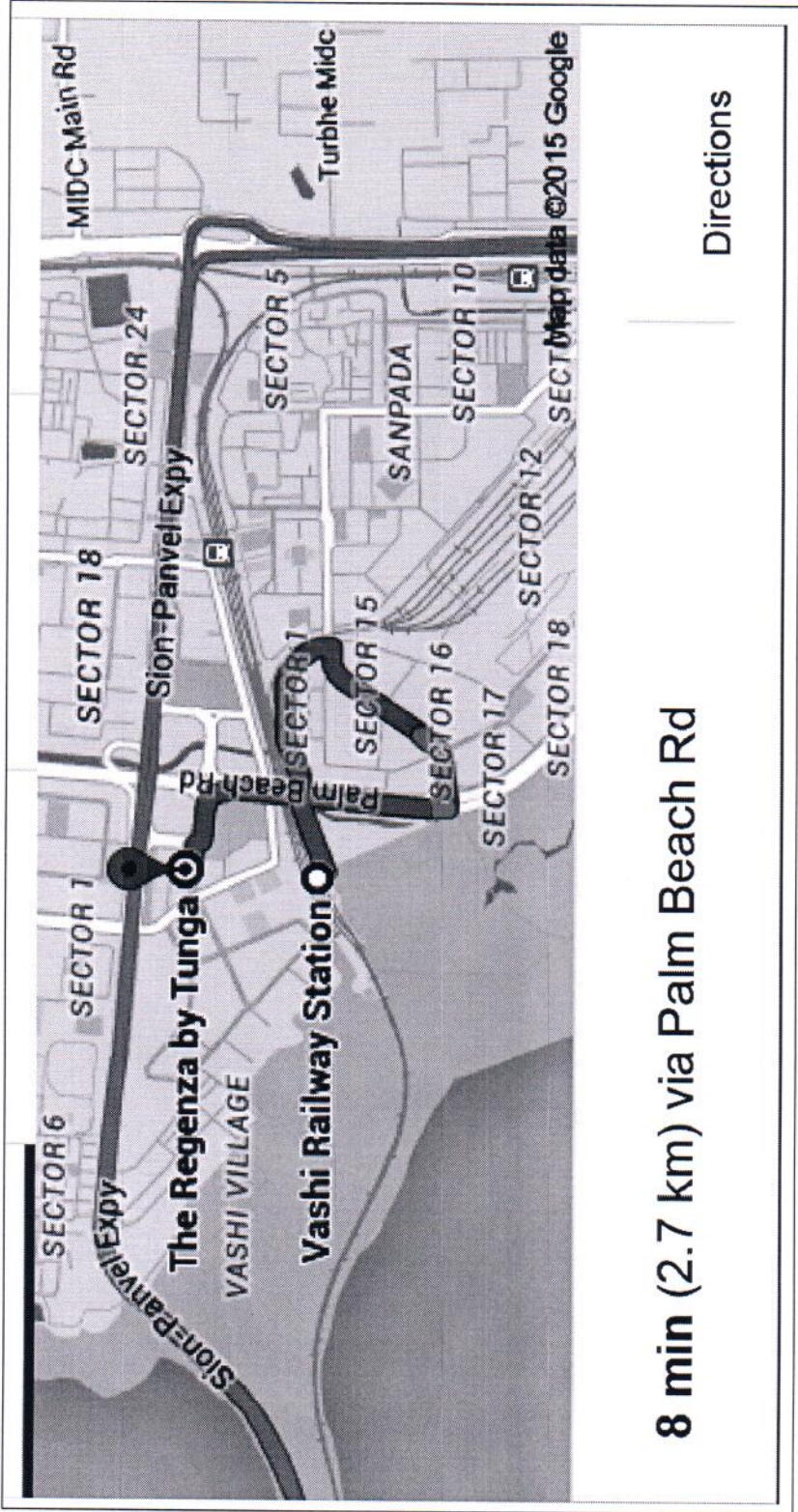
Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 with Stock Exchanges is annexed hereto:

#### ITEM NO. 5

Name of the Director	Mr. K. Chandran
Date of Birth	1 January, 1958
DIN	00005868
Qualification	Graduate
Expertise in Specific Area	Pharmaceutical Industry Mr. K. Chandran has rich experience and knowledge of Pharmaceutical Industry and has contributed substantially to the growth of the Company. Mr. K. Chandran fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.
Date of First Appointment on the Board of the Company	23 January, 2001
No. of Shares held in the Company	NIL
Relationship with other Directors and Key Managerial Personnel	N.A.
No. of Board meetings attended during FY 2015-16	Six (6)
Name of the other public limited companies in which Directorship held:	(1) Cantabria Pharma S.L., Spain (2) Wanbury Holding B.V., Netherlands (3) Wanbury Global FZE, UAE (4) Ningxia Wanbury Fine Chemicals Co. Ltd., China
Membership of committees (M- Member) (C- Chairman)	Wanbury Limited: Audit Committee (M) Stakeholders Relationship Committee (M)
Terms and conditions of appointment	Whole-time director, liable to retire by rotation.



Route Map for 28th Annual General Meeting to be held on Thursday, 29 September, 2016 at 11:30 A.M.  
at Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.



## WANBURY LIMITED

Address: BSEL Tech Park, B - Wing, 10<sup>th</sup> Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703.

CIN: L51900MH1988PLC048455 www.wanbury.com

Tel.: +91-22-67942222, Fax: +91-22-67942111/333 E-mail: shares@wanbury.com, Website: www.wanbury.com

### PROXY FORM

#### FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No. / DP ID and Client ID: \_\_\_\_\_

I/We, being the Member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting, to be held on Thursday, 29 September, 2016 at 11:30 A.M. at Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1	Ordinary Resolution for adoption of: a) the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016 along with the Reports of Directors and Auditors thereon. b) the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016.		
2	Ordinary Resolution for Re-appointment of Mr. K. Chandran, Director of the Company liable to retire by rotation.		
3	Ordinary Resolutions: a) Appointment of M/s. Kapoor and Parekh Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company b) Appointment of M/s. Kolath & Co., Chartered Accountants, Chennai, as Branch Auditors of the Company.		
4	Ordinary Resolution for Ratification of appointment and payment of remuneration to M/s. Hemant Shah & Associates, Cost Accountant as Cost Auditors of the Company.		
5	Special Resolution for appointment and payment of remuneration to Mr. K. Chandran, Wholetime Director of the Company.		
6	Special Resolution to Issue of Equity Shares on Preferential basis to M/s. Expert Chemicals (India) Pvt. Ltd., Promoters of the Company under CDR Scheme .		
7	Special Resolution for Issue/Allotment of CCD's Convertible into equal number of Equity Shares on Preferential basis to Edelweiss Asset Reconstruction Company Limited (EARC).		
8	Special Resolution for issue of Stock Options under Employee Stock Option Plan 2016.		
9	Special Resolution for Issue of 3,00,000 options, to Mr. P. V. Pasupathy, being the president of the Company exceeding 1% of the Paid-up/Issued Capital:		

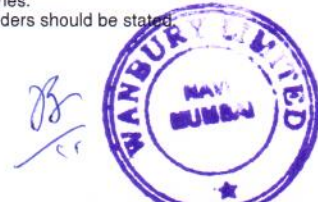
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

AFFIX  
REVENUE  
STAMP

Signature of Shareholder

#### NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



**WANBURY LIMITED**

CIN : L51900MH1988PLC048455  
 Registered & Head Office: BSEL Tech Park, B - Wing, 10<sup>th</sup> Floor, Sector 30-A,  
 Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703, India  
 Tel.: +91-22-67942222, Fax: +91-22-67942111/333  
 E-mail: shares@wanbury.com, Website: www.wanbury.com

**ATTENDANCE SLIP****28<sup>TH</sup> ANNUAL GENERAL MEETING - THURSDAY, 29<sup>TH</sup> SEPTEMBER 2016**

DP ID- Client ID/ Folio No.	
Name & Address of Sole Member	
Name of the Joint Holder(s)	
No. of Shares held:	

I/We hereby record my/our presence at the 28<sup>th</sup> Annual General Meeting of the Members of Wanbury Limited to be held on Thursday, 29 September, 2016 at 11:30 A.M. at Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

Name of the Member/Proxy

Signature of the Member/Proxy

Members/Proxy holders are requested to fill in Attendance Slip and hand it over at the entrance of the meeting hall.

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**REMOTE ELECTRONIC VOTING PARTICULARS**

EVSIN (Electronic Voting Sequence Number)	USER ID	PAN / SEQUENCE NUMBER

Note: Please read the complete instructions given under the Note (the instructions for Shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from Monday, 26 September, 2016 at 9:00 A.M. and ends on Wednesday, 28 September 2016 at 5:00 P.M. The voting module shall be disabled by CDSL for voting thereafter.

**WANBURY LIMITED**

CIN : L51900MH1988PLC048455  
 Registered & Head Office: BSEL Tech Park, B - Wing, 10<sup>th</sup> Floor, Sector 30-A,  
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DP ID- Client ID/ Folio No.	
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Name of the Joint Holder(s)	
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