

ANNUAL REPORT

2015-2016



WANBURY

Towards Better Healthcare



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. K. Chandran	- Vice Chairman & Wholetime Director
Mr. N. K. Puri	- Non-Executive Independent Director
Mr. S. K. Bhattacharya	- Non-Executive Independent Director
Ms. Anita Belani (w.e.f. 13 August, 2015)	- Non-Executive Independent Director
Mr. A. L. Bongirwar (upto 18 September, 2015)	- Non-Executive Independent Director
Dr. P. L. Tiwari (upto 18 September, 2015)	- Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Vinod Verma (w.e.f. 22 April, 2016)

COMPANY SECRETARY

Mr. Jitendra J. Gandhi

REGISTERED & HEAD OFFICE

BSEL Tech Park
B-Wing, 10th Floor, 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 : shares@wanbury.com
Website: www.wanbury.com

**Plants at Patalganga, Tarapur
(Maharashtra) and Tanuku (Andhra Pradesh)**

AUDITORS

M/s. Kapoor & Parekh Associates

Chartered Accountants, Mumbai

BANKERS

Bank of India
EXIM Bank
State Bank of Mysore
Axis Bank
Andhra Bank
IDBI Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit – 1, Luthra Industrial Premises, Safed Pool,
Andheri - Kurla Road, Andheri (East),
Mumbai – 400 072. India
Telephone No.: +91-22-28516338, 28528087
Fax No.: +91-22-28512885
E-mail: sharexindia@vsnl.com

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NOTICE

Notice is hereby given that the **Twenty Eight (28th) Annual General Meeting** of the Members of Wanbury Limited will be held on **Thursday, 29th 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 Wholtime 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.

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)
	Total	32,59,500	

FURTHER RESOLVED THAT,

- 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;
- 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;
- 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;
- 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.
- 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.
- 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.

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) as also on the website of the Ministry of Corporate Affairs (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
 - (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 and voted on an earlier voting of any company, then your existing password is to be used.