



Wanbury Limited

Regd. Office : BSEL Tech Park, B-wing
10th Floor, Sector-30 A,
Opp. Vashi Railway Station,
Vashi Navi Mumbai 400 703
Maharashtra, INDIA
Tel. : +91-22-6794 2222
+91-22-7196 3222
Fax : +91-22-6794 2111/333
CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

August 12, 2024

To, The Manager - Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 524212	To, The Manager - Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G - Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Scrip Symbol: WANBURY
---	--

Dear Sir / Madam,

Sub.: Outcome of the Board Meeting held on August 12, 2024

This is with reference to the above mentioned subject, we would like to inform you that the Board of Directors of the Company at its meeting held today i.e. Monday, August 12, 2024 has considered and approved the Un-audited Financial Results (Standalone & Consolidated) of the Company for the first quarter and three months ended 30th June, 2024. The results will be uploaded on the website (www.wanbury.com). Further, as per Regulation 33, Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are enclosing herewith the following:

- a) Based on recommendation of Nomination, Remuneration Committee, the Board has considered and approved the appointment of Mr. Mridul Mehta (DIN - 10177545) as an Additional Non-Executive Independent Director of the Company to hold office for a term of three (3) years, with effect from 12th August, 2024 up to 11th August, 2027, in terms of the Companies Act, 2013 read with the Rules made thereunder and the SEBI Listing Regulations, subject to the approval of the Members of the Company by way of special resolution and such regulatory/ statutory authorities as may be applicable. The brief profile of Mr. Mridul Mehta (DIN - 10177545) is enclosed herewith as **Annexure - A**.
- b) Un-audited Financial Results (Standalone & Consolidated) of the Company for the first quarter and three months ended 30th June, 2024 alongwith Limited Review Report.
- c) Pursuant to Schedule III read with Regulation 30 of the SEBI Listing Regulations, this is to inform you that the Statutory Auditors of the Company viz. M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai have resigned as Statutory Auditors of the Company w.e.f. 12th August, 2024 due to pre-occupation.

The copy of their resignation letter along with the details required as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 is attached for your reference.

Further, the details required as per the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is provided in the **Annexure-B** to this letter.

- d) Pursuant to Schedule III read with Regulation 30 of the SEBI Listing Regulations, we would like to inform you that subsequent to the resignation of M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, on the recommendation of Audit Committee, the Directors of the Company at their Meeting held today i.e. 12th August, 2024 have considered and approved the appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W), Mumbai as Statutory Auditors of the Company for the financial year 2024-25 to fill the casual vacancy arise in the office of Statutory Auditors, who shall subject to the approval of the members of the company hold the office from the conclusion of 36th Annual General Meeting till the conclusion of 37th Annual General Meeting.

The Audit Committee and the Board of Directors also noted that the Statutory Auditors have not raised any concern or issue.

Further, the details required as per the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is provided in the **Annexure-B** to this letter and resignation letter as provided in **Annexure - C**.

- e) Allotment of 15,000 Equity Shares of the Company to eligible employee of the Company who has exercised his Vested Options under Wanbury Limited Employee Stock Option Plan 2016 ("WANBURY ESOP 2016") as approved by the Nomination and Remuneration Committee of the Board of Directors of the Company ("NRC") at its meeting held earlier in the day.
- f) Accordingly, the paid-up share capital of the Company will increase from Rs. 32,74,54,980 (Rupees Thirty-Two Crore Seventy-Four Lakhs Fifty-Four Thousand Nine Hundred and Eighty only) divided into 3,27,45,498 (Three Crore Twenty Seven Lakhs Forty Five Thousand Four Hundred and Ninety Eight) fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten only) each to Rs. 32,76,04,980 (Rupees Thirty-Two Crore Seventy-Six Lakhs Four Thousand Nine Hundred and Eighty only) divided into 3,27,60,498 (Three Crore Twenty Seven Lakhs Sixty Thousand Four Hundred and Ninety Eight) fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten only) each. In this regard, we enclose the general terms and conditions details of the said exercise, as necessitated vide SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 as '**ANNEXURE - D**' and the details as necessitated by Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as '**ANNEXURE - E**'.

The Meeting of the Board of Directors commenced at 3:00 P.M. and concluded at 09:00 P.M. We request you to take this information on your records.



Thanking you,

Yours truly,
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Encl.: a/a.



ANNEXURE A

Disclosures a required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Paragraph A of Part A of Schedule III and SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 concerning the appointment of Mr. Mridul Mehta (DIN - 10177545) as an Additional Non-Executive Independent Director

Disclosure requirements	Details
Reason for change	Appointment
Date of Appointment and Terms of Appointment	<p>Subject to Approval of shareholders, Mr. Mridul Mehta (DIN - 10177545), has been appointed as an Additional Non-Executive Independent Director of the Company to hold office for a term of three years with effect from 12th August, 2024 upto 11th August, 2027 upon such terms & conditions (including remuneration, if any) as may be determined by the Board from time to time within the overall limits, if any, under the Companies Act, 2013 and applicable law.</p> <p>He shall hold the office for a period of three years.</p>
Brief Profile	<p>Mr. Mridul Mehta completed his graduation in BE in Computer Science from the Maharaja Sayajirao University Baroda. He also completed his MBA in Finance from IIM Bangalore.</p> <p>He was engaged as a COO - Project Finance and Syndication with IL&FS Investsmart Ltd. Further, he was also engaged with N M Rothschild & Sons (India); Macquarie Capital Advisers (India); ICICI Securities and Centrum Capital Limited. Overall, he is having more than 30 years of experience in Investment industry. With more than three decades of Investment experience, Mr. Mridul Mehta brings in valuable experience to the Boards in his role and capacity.</p> <p>He was actively engaged in the area of Business strategies, Consulting, Investment Banking and Management.</p>
Disclosure of Relationship between Directors	Mr. Mridul Mehta (DIN - 10177545) is not related to any of the Directors of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. With ref. no. NSE/CML/2018/24, both dated 20th June, 2018.	Mr. Mridul Mehta is not debarred from holding the office of director by virtue of any order of SEBI or any other authority. The same is also verified by the Nomination and Remuneration Committee of Company.

ANNEXURE - B

Disclosures regarding appointment and resignation of statutory auditor as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are as under:

Reason for change	Appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W) as Statutory Auditors of the Company for filing of casual vacancy under section 139(8) of Companies Act, 2013 caused by the resignation of M/s. V Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai due to pre-occupation.	Resignation of M/s. V Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai due to pre-occupation vide letter dated 12 th August, 2024.
Date of Appointment	The Directors of the Company at their meeting dated 12 th August, 2024 has approved the appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W) as Statutory Auditors of the Company to fill the casual vacancy in the office of erstwhile Statutory Auditors, who shall hold the office till the conclusion of 37 th Annual General Meeting, subject to the approval of the Shareholders in the ensuing Annual General Meeting.	Not Applicable
Brief Profile	<p>Mr. S. S. Kapoor started the firm S. S. Kapoor & Co. in 1961. Thereafter in 1983, S. S. Kapoor with Nilesh Parekh established Partnership Firm Kapoor & Parekh Associates. As the firm grew, Mr. Nikhil Patel and Mr. Ankit Parekh joined the firm as Partners.</p> <p>The Firm is spearheaded by three Partners who all are Chartered Accountants in providing Services to the clients with highest level of quality, integrity & ethics.</p> <p>The firm specialises in providing various professional services in diverse areas such as Audit & Assurance, Direct Taxes and business Advisory Services.</p>	Not Applicable

Disclosure of relationships between directors	Not Applicable as appointment of Statutory Auditor.	Not Applicable as resignation of Statutory Auditor
Detailed reasons for resignation	Not Applicable as appointment of Statutory Auditor.	Refer to resignation letter annexed as "Annexure C" below for the details which are to be required provided as per Para 9.1.1 of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 th July, 2023, please refer Annexure provided below.

**V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS**

37, HAMAM STREET, 2nd FLOOR, FORT, MUMBAI - 400 001. TEL. 22650264, 22653555, 22666219 E-mail: mail@vparekh.com

Date : 12th August, 2024

To,
The Board of Directors
Wanbury Limited
Railway Station, B Wing, 10th Floor,
opposite Vashi, Sector 30A, Vashi,
Navi Mumbai, Maharashtra 400705

Dear Board Members,

Sub.: Resignation from the post of Statutory Auditor of the Company with immediate effect

This is to inform you that due to our pre-occupation and other assignments, we are not in a position to devote our time to the audit of the Company. Accordingly, pursuant to Section 139(8) of the Companies Act, 2013 and Rules made thereunder, we are submitting our resignation as the Statutory Auditor of the Company with immediate effect.

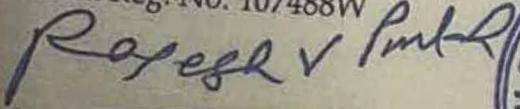
Further, for the details which are to be required provided as per Para 9.1.1 of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular"), please refer Annexure-1 to this letter.

We therefore request you to consider this letter as our formal resignation from the Statutory Auditor of the Company.

Kindly accept the same and acknowledge the receipt of the same.

Thanking You,

Yours truly,
For V. Parekh & Associates
Chartered Accountants
Firm Reg. No. 107488W



Rasesh V. Parekh Partner
Membership No.: 38615

Enclosure: As above

Recd.
J.S.
12/8/24

V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS

37, HAMAM STREET, 2nd FLOOR, FORT, MUMBAI - 400 001 TEL: 22650264, 22653555, 22666219 E-mail: mail@vparekh.com

Annexure -1

Sr. No.	Particulars	Details
1	Name of the listed entity/ material subsidiary	Wanbury Limited
2	Details of the statutory auditor:	
	a. Name	V. Parekh & Associates
	b. Address	37, 2nd Floor, Hamam Street, Fort, Mumbai - 400 001
	c. Phone Number	+91-22-22653555
	d. Email	rasesh@vparekh.com
3	Details of association with the listed entity/ material subsidiary:	
	a. Date on which the statutory auditor was appointed	28 th September 2022
	b. Date on which the term of the statutory auditor was scheduled to expire	Till Conclusion of 39 th Annual General Meeting
	c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission.	Quarter ended 30 th June 2024 limited review report submitted dt. 12 th August 2024
4	Detailed reasons for resignation	Due to Preoccupation
5	In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/ Board of Directors along with the date of communication made to the Audit Committee/ Board of Directors)	NOT APPLICABLE
6	In case the information requested by the auditor was not provided, then following shall be disclosed:	
	a. Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management	NO
	b. Whether the lack of information would have significant impact on the financial statements/ results.	NO
	c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised)	NO
	d. Whether the lack of information was prevalent in the previous reported financial statements/ results. If yes, on what basis the previous audit/limited review reports were issued.	NO
7	Any other facts relevant to the resignation	NO



[Handwritten signature]

ANNEXURE - D

Disclosures about Options to purchase securities including, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations, 2021”) at the time of instituting the scheme and vesting or exercise of options and Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as under:

Sr. No.	Disclosures	Particulars
a)	Brief details of options granted	<p>The present instance is an allotment of 15,000 equity shares of face value of Rs.10 (Rupees Ten only) (“Equity Shares”) upon exercise of 15,000 vested options.</p> <p>The brief terms of the WANBURY ESOP 2016 for which present allotment is being made is attached herewith as ‘Annexure - E’</p>
b)	Whether the scheme is in terms of SEBI SBEB Regulations, 2021 (if applicable)	Yes, the scheme is in terms of SEBI SBEB Regulations, 2021.
c)	Total number of shares covered by these options	The total number of Equity Shares covered by these options in this instance is 15,000 Equity Shares.
d)	Pricing formula	The exercise price for 15,000 vested options, is Rs. 10/- (Rupees Ten only) per option which were granted on 10 th August, 2022.
e)	<p>Vested Options: Vesting Schedule: Options granted under Wanbury ESOP 2016 would vest not earlier than one year and not later than three years from the date of grant of such options. As decided by the NRC, the following is the vesting schedule for 15,000 stock options : (Performance based only: 15,000 options) granted to eligible employees of the Company:</p> <ul style="list-style-type: none"> • At the end of the 1st year from the Grant date - 30% • At the end of the 2nd year from the Grant date - 30% • At the end of the 3rd year from the Grant date - 40% 	
f)	Time within which options may be exercised	The vested options are exercisable within a period of 2 (two) years from the date of vesting of the options.
g)	Options exercised	15,000 vested options are being exercised by the Option Grantee.
h)	Money realized by exercise of Options	Total amount of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) are realized by exercise of options mentioned in Sr. No. (c).
i)	The total number of shares arising as a result of exercise of option	15,000 Equity Shares
j)	Options lapsed	The Company had launched WANBURY ESOP 2016 scheme for 9,98,464 options, out of which 3,35,000 options have been lapsed and out of 3,35,000 lapsed options 1,50,000 options have been

		re-issued and 8,13,464 are eligible to re-issue.
k)	Variation of terms of options	Not applicable
l)	Brief details of significant terms	As provided in Sr. No. (e)
m)	Subsequent changes or cancellation or exercise of such options	There are no subsequent changes or cancellation or exercise of options.
n)	Diluted earnings per share pursuant to issue of equity shares on exercise of options	The diluted earnings per share pursuant to issue of Equity Shares upon exercise of options is Rs. 0.31.

For Wanbury Limited

Jitendra J. Gandhi
Company Secretary



ANNEXURE - E

Notification For Issue of Shares Under Wanbury Limited Employees Stock Option Plan 2016 ("WANBURY ESOP 2016"):

Sr. No.	Particulars	Details
1.	Company name and address of Registered Office	Wanbury Limited Registered Office: BSEL Tech Park, B - Wing, 10 th Floor, Sector 30A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Maharashtra, India.
2.	Name of the Stock Exchanges on which the Company's shares are listed	BSE Limited ("BSE") and National Stock Exchange of India ("NSE")
3.	Filing date of the statement referred in regulation 10(b) of the SEBI SBEB Regulations, 2021	3 rd January, 2020
4.	Filing Number, if any	BSE In principle Application Number: 102745 NSE In principle Application Number: 22820
5.	Title of the Scheme pursuant to which shares are issued, if any	Wanbury Limited Employee Stock Option Plan 2016 ("WANBURY ESOP 2016")
6.	Kind of security to be listed	Equity Shares of face value of Rs.10/- (Rupees Ten only) per share ("Equity Shares")
7.	Par value of the shares	Rs.10/- (Rupees Ten only) per share
8.	Date of allotment of shares	August 12, 2024
9.	Number of shares allotted:	15,000 equity shares
10.	Share Certificate No., if applicable	Not Applicable
11.	Distinctive number of the share, if applicable:	32745498 to 32760498 (Both inclusive)
12.	ISIN Number of the shares if issued in Demat:	INE107F01022
13.	Exercise price per share:	Rs.10/- (Rupees Ten only) per share
14.	Premium per share:	Nil, since options are granted at par
15.	Total Issued shares after this issue:	3,27,60,498 (Three Crore Twenty Seven Lakhs Sixty Thousand Four Hundred and Ninety Eight).
16.	Total Issued share capital after this issue:	32,76,04,980 (Three Two Crore Seventy-Six Lakhs Four Thousand Nine Hundred and Eighty).

17.	Details of any lock-in on the shares:	Not Applicable
18.	Date of expiry of lock-in:	Not Applicable
19.	Whether shares identical in all respects to existing shares if not, when will they become identical?:-	Yes
20.	Details of listing fees, if payable:	Not Applicable

For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

