

**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

18th November, 2023

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

Dear Sir /Madam,

**Sub.: Submission of Voting Results of the Extra Ordinary General Meeting -
18th November, 2023**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith the Voting Results of the Extra - Ordinary General Meeting (EOGM).

The Copy of the Scrutinizer Report submitted by Ms. Kala Agarwal, Practicing Company Secretary is also enclosed herewith.

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

Thanking you,

Yours truly,
For Wanbury Limited



Jitendra J. Gandhi
Company Secretary

Encl.: a/a.

**DISCLOSURE AS PER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

| | |
|---|-------------------|
| Date of the EOGM | November 18, 2023 |
| Total number of Shareholders on Record Date | 12049 |
| No. of shareholders present in the meeting either in person: | |
| Promoters and Promoter Group: | NIL |
| Public: | NIL |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 2 |
| Public: | 133 |



| WANBURY LIMITED | | | | | | | | |
|--|-------------------|---|---------------------------|--|--------------------------------|---|--|---|
| Resolution Required: (Special) | | 1. Appointment of Mr. Pravin Dilip Pawar (Din - 10356479) as Non-Executive Independent Director: | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstand ing shares | No. of Votes - in favour | No. of Vote s - Agai nst | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]=([2]/ [1])*100 | [4] | [5] | [6]=([4] /[2])* 100 | [7]=([5] /[2])*10 0 |
| Promoter and Promoter Group | E-Voting | 13029561 | 13029561 | 100 | 13029561 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 13029561 | 13029561 | 100 | 13029561 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 587 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 587 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 19715350 | 570615 | 2.8943 | 570615 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 19715350 | 570615 | 2.8943 | 570615 | 0 | 100 | 0 |
| Total | | 32745498 | 13600176 | 41.533 | 13600176 | 0 | 100 | 0 |



WANBURY LIMITED

| Resolution Required : (Special) | | 2. Issue and Allotment of Warrants on Preferential Basis: | | | | | | |
|---|----------------|---|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Voters Polled on outstanding shares | No. of Votes - in favour | No. of Votes - Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ |
| Promoter and Promoter Group | E-Voting | 13029561 | 13029561 | 100 | 13029561 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 13029561 | 13029561 | 100 | 13029561 | 0 | 100 | 0 |
| Public Institutions | E-Voting | 587 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 587 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | 19715350 | 570615 | 2.8943 | 570615 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 19715350 | 570615 | 2.8943 | 570615 | 0 | 100 | 0 |
| Total | | 32745498 | 13600176 | 41.533 | 13600176 | 0 | 100 | 0 |

For Wanbury Limited

Jitendra J. Gandhi
Company Secretary





801, Embassy Centre, Plot No. 207, Jarnalal Bajaj Road, Nanman Point, Mumbai - 400 021
Tel +91-22-22824639 / 22824659 / 7021597117 / 9137774259
Mob + 91-9819888185 • E-mail. agarwalkala@gmail.com / admin@kalaagarwal.com
www.kalaagarwal.com

FORM NO. MGT-13

SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies
(Management and Administration) Rules, 2014

To
The Chairman
WANBURY LIMITED
BSEL Tech Park
B-Wing, 10th Floor, Sector 30-A,
Opp. Vashi Railway Station,
Vashi, Navi Mumbai - 400 703

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time and e-voting conducted during the Extra-Ordinary General Meeting, for the Extra-Ordinary General Meeting of Wanbury Limited held on Saturday, 18th November, 2023 at 11:30 a.m. through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM').

I, Kala Agarwal, Practising Company Secretary (Membership No. 5976 & Certificate of Practice No. 5356), have been appointed as the Scrutinizer by the Board of Directors of **Wanbury Limited** ("the Company") for the purpose of Remote E-voting and E-voting at EOGM taken on the below mentioned resolutions at the **Extra-Ordinary General Meeting of the Equity Shareholders of Wanbury Limited held on Saturday, 18th November, 2023 at 11:30 A.M. through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')**, submit my report as under:

The notice dated 20th October, 2023, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs ('MCA') Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') Circular dated May 12, 2020.

The Company had provided e-voting facility to the shareholders present at the EOGM through VC/OAVM and who had not cast their vote earlier.

The book closure started from Saturday, 11th November, 2023 and ended on Saturday, 18th November, 2023. The shareholders of the Company holding shares as on 11th November, 2023 were entitled to vote on the resolutions as contained in the Notice of the EOGM.

The Company had appointed Central Depository Services Limited ("CDSL") for conducting the Electronic voting by the shareholders of the Company at the EOGM. The remote e-voting commenced on Wednesday, 15th November, 2023 at 09:00 A.M. and ended on Friday, 17th November, 2023 at 05:00 P.M. and the CDSL remote e-voting portal was blocked for voting thereafter. After the closure of e-voting at the EOGM, the report on e-voting done at the EOGM and the votes cast under remote e-voting facility prior to the EOGM were unblocked and downloaded from the e-voting website of CDSL in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done during the EOGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the EOGM on the resolutions contained in the notice of the EOGM.

My responsibility as Scrutinizer for the remote e-voting and e-voting during the EOGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I, now, submit my consolidated Report as under on the result of remote e-voting and e-voting during the EOGM in respect of the said resolutions:

SPECIAL BUSINESS:

Item No. 1- Special Resolution-

APPOINTMENT OF MR. PRAVIN DILIP PAWAR (DIN - 10356479) AS NON-EXECUTIVE INDEPENDENT DIRECTOR :

(1) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 124 | 13600179 | 100% |

(2) Voted against the resolution

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(3) Invalid Votes

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

SPECIAL BUSINESS:

Item No. 2- Special Resolution-

ISSUE AND ALLOTMENT OF WARRANTS ON PREFERENTIAL BASIS:

(1) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 124 | 13600179 | 100% |

(2) Voted against the resolution

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0 | 0 | 00 |

(3) Invalid Votes

| Number of Members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| 0 | 0 |

All of the above two (2) Resolutions mentioned in the Notice of the EOGM dated 20th October, 2023 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the EOGM through E-voting with requisite majority and hence deemed to be passed as on the date of EOGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted before the EOGM and E-voting conducted during the EOGM. I shall arrange to hand over these records to the Authorized Person/Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,
Yours Faithfully,

KALA AGARWAL
(PRACTISING COMPANY SECRETARY)
COP: 5356

Place: Mumbai
Date: 18th November, 2023
UDIN: F005976E001977220