

**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
Fax : +91-22-6794 2111/333
CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

September 30, 2015

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

To
The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai – 400 051.

Scrip Code: 524212

Scrip Symbol: WANBURY

Dear Sir/Madam,

Sub.: Outcome & Submission of Voting Results of the 27th Annual General Meeting (AGM) held on Monday, 28 September, 2015.

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the voting result of 27th Annual General Meeting of the Company held on Monday, September 28, 2015.

The copy of the Scrutinizer Report submitted by CS Ajit Sathe, Proprietor of M/s. A. Y. Sathe & Co., Company Secretaries in Practice is also enclosed herewith.

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

Thanking you.

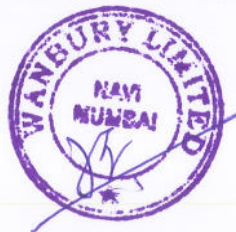
Yours faithfully,
For WANBURY LIMITED


Jitendra Gandhi
Company Secretary

Encl.: a/a.

Date of Annual General Meeting	28th September, 2015.
Total number of shareholders on record date - 21st September, 2015	17742
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NIL.
Public:	NIL.
In case of Poll/Postal ballot/E-voting:	As follows

Promoter /Public	Number of Shares	Number of Votes Polled	% of Votes polled on Outstanding shares	Number of Votes in favour	Number 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
Details of the Agenda: Item No.1 : Adoption of Financial Statements, Directors' and Auditor's Report:							
Resolution required : Ordinary Resolution							
Mode of Voting: Poll							
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.0000
Total	19969286	10282973	51.49	10280399	0	99.97	0.0000
Mode of Voting: E- Voting							
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1777	107	94.32	5.6800
Total	19969286	1884	0.01	1777	107	94.32	5.6800
Details of the Agenda: Item No.2 : Re-appointment of Mr. K. Chandran, Director of the Company liable to retire by rotation							
Resolution required : Ordinary Resolution							
Mode of Voting: Poll							
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.0000
Total	19969286	10282973	51.49	10280399	0	99.97	0.0000
Mode of Voting: E- Voting							
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1677	207	89.01	10.9900
Total	19969286	1884	0.01	1677	207	89.01	10.9900
Details of the Agenda: Item No.3 : 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:							
Resolution required : Ordinary Resolution							
Mode of Voting: Poll							



Promoter /Public	Number of Shares	Number of Votes Polled	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.0000
Total	19969286	10282973	51.49	10280399	0	99.97	0.0000
Mode of Voting: E- Voting							
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1777	107	94.32	5.6800
Total	19969286	1884	0.01	1777	107	94.32	5.6800
Details of the Agenda: Item No.4 : Ratification of appointment and payment of remuneration to M/s. Hemant Shah & Associates, Cost Accountant as Cost Auditors of the Company							
Resolution required : Ordinary Resolution							
Mode of Voting: Poll							
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.0000
Total	19969286	10282973	51.49	10280399	0	99.97	0.0000
Mode of Voting: E- Voting							
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1777	107	94.32	5.6800
Total	19969286	1884	0.01	1777	107	94.32	5.6800
Details of the Agenda: Item No.5 : Revision in Remuneration of Mr. K. Chandran, Whole Time Director of the Company:							
Resolution required : Special Resolution							
Mode of Voting: Poll							
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.0000
Total	19969286	10282973	51.49	10280399	0	99.97	0.0000
Mode of Voting: E- Voting							
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1575	309	83.60	16.4000
Total	19969286	1884	0.01	1575	309	83.60	16.4000
Details of the Agenda: Item No.6 : Re-appointment of Ms. Anita Belani as an Independent Director (Non-executive Director) of the Company.							
Resolution required : Ordinary Resolution							
Mode of Voting: Poll							
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.0000
Total	19969286	10282973	51.49	10280399	0	99.97	0.0000
Mode of Voting: E- Voting							
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1677	207	89.01	10.9900
Total	19969286	1884	0.01	1677	207	89.01	10.9900





FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
WANBURY LIMITED

27th Annual General Meeting of the Equity Shareholders of Wanbury Limited held on Monday, 28th September, 2015 at 11:30 a.m. at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

Dear Sir,

I, CS Ajit Sathe of M/s. A. Y. Sathe & Co., Practicing Company Secretary, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 27th Annual General Meeting of the Equity Shareholders of Wanbury Limited, held on 28th September, 2015 at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703 at 11.30 a.m. The said meeting was attended by me through my authorised representative viz CS Shweta More. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in the presence of my authorised representative with due identification marks placed by her.
2. The locked ballot box was subsequently opened in her presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The Poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No.1: Ordinary Resolution: To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Period ended 31st March 2015, along with the Reports of Directors and Auditors thereon

(i) Voted in favour of the resolution :

Number of members Present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
24	10280399	100

(ii) Voted against the resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by Proxy) whose votes were declared invalid	Number of votes cast of them
8	2574



Item No. 2: Ordinary Resolution : 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.

(i) Voted in favour of the resolution :

Number of members Present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
24	10280399	100

(ii) Voted against the resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by Proxy) whose votes were declared invalid	Number of votes cast of them.
8	2574

Item No. 3: Ordinary Resolution : To ratify the appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W) as Statutory Auditors and M/s. Kolath & Co., as Branch Auditors of the company and fixing their remuneration.

(i) Voted in favour of the resolution :

Number of members Present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
24	10280399	100

(ii) Voted against the resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by Proxy) whose votes were declared invalid	Number of votes cast of them.
8	2574





Item No.4 : Ordinary Resolution : To ratify the appointment of M/s. Hemant Shah & Associates, Cost Accountants as Cost Auditors of the Company and fixing their remuneration.

(i) Voted in favour of the resolution :

Number of members Present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
24	10280399	100

(ii) Voted against the resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by Proxy) whose votes were declared invalid	Number of votes cast of them.
8	2574

Item No.5 : Special Resolution : Revision in Remuneration of Mr. K. Chandran, Whole Time Director of the Company

(i) Voted in favour of the resolution :

Number of members Present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
24	10280399	100

(ii) Voted against the resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by Proxy) whose votes were declared invalid	Number of votes cast of them.
8	2574





Item No.6 : Ordinary Resolution: Re-appointment of Ms. Anita Belani as an Independent Non-executive Director of the Company.

(i) Voted in favour of the resolution :

Number of members Present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
24	10280399	100

(ii) Voted against the resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by Proxy) whose votes were declared invalid	Number of votes cast of them.
8	2574

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully
For A.Y.Sathe & Co
Company Secretaries



CS Ajit Sathe
Company Secretary in Practice & Scrutinizer
Membership No.: FCS 2899, CP No.738

Place : Mumbai
Date : 30th September, 2015



COMBINED SCRUTINIZER'S REPORT

To,
Chairman
WANBURY LIMITED

27th Annual General Meeting of the Equity Shareholders of Wanbury Limited held on Monday, 28th September, 2015 at 11:30 a.m. at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

Dear Sir,

I, CS Ajit Sathe of M/s. A. Y. Sathe & Co., Practicing Company Secretary, have been appointed as Scrutinizer by;

(a) the Board of Directors of Wanbury Limited (the Company) for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and

(b) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 27th Annual General Meeting (AGM) of the members of the Company, held on Monday, 28th September, 2015 at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703 at 11.30 a.m..

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the Twenty Seventh Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer of the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system proved by Central Depository Services (India) Limited, the authorised agency engaged by the company to provide e-voting facility for e-voting and also at the time of poll (through ballot paper) at AGM.

3. I have issued separate Scrutinizer's Reports dated 30th September, 2015 on the e-voting and dated 30th September, 2015 on the poll on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of Poll as under:





Agenda Item No. of Notice	Particulars of Business	Total Votes cast	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		No of shares	No of shares	No of shares	% age	No of shares	% age	No of shares
Item No.1 of the Notice (As an Ordinary Resolution)	E-Voting	1884	1884	1777	0.017	107	0.001	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282176	99.999	107	0.001	2574
Item No.2 of the Notice (As an Ordinary Resolution)	E-Voting	1884	1884	1677	0.016	207	0.002	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282076	99.998	207	0.002	2574
Item No.3 of the Notice (As an Ordinary Resolution)	E-Voting	1884	1884	1777	0.017	107	0.001	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282176	99.999	107	0.001	2574
Item No.4 of the Notice (As an Ordinary Resolution)	E-Voting	1884	1884	1777	0.017	107	0.001	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282176	99.999	107	0.001	2574
Item No.5 of the Notice (As a Special Resolution)	E-Voting	1884	1884	1575	0.015	309	0.003	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10281974	99.997	309	0.003	2574
Item No.6 of the Notice (As an Ordinary Resolution)	E-Voting	1884	1884	1677	0.016	207	0.002	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282076	99.998	207	0.002	2574

All the Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking you,

Yours faithfully
For A.Y.Sathe & Co

CS Ajit Sathe
Company Secretary in Practice & Scrutinizer
Membership No.: FCS 2899, CP No.738
Place : Mumbai
Date : 30th September, 2015