

## Wanbury Limited

**Regd. Office**: BSEL Tech Park, B-wing 10<sup>th</sup> 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 27<sup>th</sup> 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 27<sup>th</sup> 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.

WANBURY LIMITED (CIN L51900MH1988PLC048455)			
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.		
n 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 Agains on Votes polled
	1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Details of the Agenda:			ial Statements, Directo	ors' and Auditor's	Report:		
	Ordinary Resolution	n					
	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
Mode of Voting: P	Ordinary Resolution						
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
		0	0.00	0	0	0.00	
	754317		0.00			0.00	0.0000
Public Institutional Holders Public-Others	754317 9436239	504243	5.34	501669	0	99.49	0.0000 0.0000
Public-Others							
Public-Others Total	9436239	504243	5.34	501669	0	99.49	0.0000
Public-Others  Total  Mode of Voting: E  Promoter and Promoter Group	9436239 19969286	504243	5.34	501669	0	99.49	0.0000 <b>0.0000</b>
Public-Others Total  Mode of Voting: E Promoter and Promoter Group Public Institutional Holders	9436239 19969286 E- Voting	504243 10282973	5.34 <b>51.49</b>	501669 10280399	0	99.49 <b>99.97</b>	0.0000
Public-Others Total  Mode of Voting: E Promoter and Promoter Group Public Institutional Holders	9436239 19969286 E- Voting 9778730	504243 10282973	5.34 51.49 0.00	501669 10280399	0	99.49 99.97	0.0000 0.0000
Public-Others  Fotal  Mode of Voting: E  Promoter and Promoter Group  Public Institutional Holders  Public-Others	9436239 19969286 E- Voting 9778730 754317	504243 10282973	5.34 51.49 0.00 0.00	501669 10280399	0 0	99.49 99.97 0.00 0.00	0.0000 0.0000 0.0000 0.0000
Public-Others  Total  Mode of Voting: E  Promoter and Promoter Group	9436239 19969286 Voting 9778730 754317 9436239 19969286 Item No.3: a) A Company,	504243 10282973 0 0 1884 1884	5.34 51.49 0.00 0.00 0.02 0.01 M/s. Kapoor and Pare	501669 10280399 0 0 1677 1677 kh Associates, Ch	0 0 0 0 207 207 207	99.49 99.97 0.00 0.00 89.01 89.01 nts, Mumbai as Stat	0.0000 0.0000 0.0000 0.0000 10.9900 10.9900
Public-Others Total  Mode of Voting: E Promoter and Promoter Group Public Institutional Holders Public-Others Total  Details of the Agenda:	9436239 19969286 Voting 9778730 754317 9436239 19969286 Item No.3: a) A Company,	504243 10282973 0 0 1884 1884 ppointment of	5.34 51.49 0.00 0.00 0.02 0.01	501669 10280399 0 0 1677 1677 kh Associates, Ch	0 0 0 0 207 207 207	99.49 99.97 0.00 0.00 89.01 89.01 nts, Mumbai as Stat	0.0000 0.0000 0.0000 0.0000 10.9900 10.9900



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 Agains on Votes polled
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
ublic Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
ublic-Others	9436239	504243	5.34	501669	0	99.49	0.0000
otal	19969286	10282973	51.49	10280399	0	99.97	0.0000
lode of Voting:	- Voting		<u> </u>				
Promoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
ublic Institutional Holders	754317	0	0.00	0	ő	0.00	0.0000
Public-Others	9436239	1884	0.02	1777	107	94.32	5.6800
otal	19969286	1884	0.01	1777	107	94.32	5.6800
Petails of the Agenda:	Item No.4 : Ratific		intment and payment	of remuneration to	M/s. Hemant Sha	h & Associates, Cos	t Accountant as (
esolution required : C	Ordinary Resolution						
lode of Voting: Po	oll						The state of the s
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
ublic Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
ublic-Others	9436239	504243	5.34	501669	0	99.49	0.0000
otal	19969286	10282973	51.49	10280399	0	99.97	0.0000
lada of Watings	V d						
	- Voting						
romoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
ublic Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
		1884	0.02	1777	107	94.32	5.6800
	9436239		0.02				
Public-Others Total Details of the Agenda:	19969286	1884	0.01 eration of Mr. K. Chand	1777	107	94.32 mpany:	5.6800
otal Details of the Agenda: Resolution required : S	19969286  Item No.5 : Revision	1884	0.01	1777	107		5.6800
etails of the Agenda:  descolution required:  Slode of Voting:  Po	19969286  Item No.5 : Revision pecial Resolution pel	1884 on in Remune	0.01 eration of Mr. K. Chand	1777 Iran, Whole Time I	107 Director of the Cor	npany:	
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etails of the Agenda:  desolution required : Solode of Voting: Potential Promoter Group ublic Institutional Holders	19969286  Item No.5 : Revision pecial Resolution period   9778730   754317	9778730 0	0.01 eration of Mr. K. Chand 100.00 0.00	1777 Iran, Whole Time I 9778730 0	107 Director of the Cor	100.00 0.00	0.0000 0.0000
retails of the Agenda:  Resolution required: Resolu	19969286  Item No.5 : Revision pecial Resolution period pe	9778730 0 504243	0.01 eration of Mr. K. Chand 100.00 0.00 5.34	9778730 0 501669	0 0 0	100.00 0.00 99.49	0.0000 0.0000 0.0000
etails of the Agenda:  esolution required:  sode of Voting:  romoter and Promoter Group ublic Institutional Holders ublic-Others	19969286  Item No.5 : Revision pecial Resolution period   9778730   754317	9778730 0	0.01 eration of Mr. K. Chand 100.00 0.00	1777 Iran, Whole Time I 9778730 0	107 Director of the Cor	100.00 0.00	0.0000 0.0000
etails of the Agenda:  esolution required : Sode of Voting: Promoter and Promoter Group ublic Institutional Holders ublic-Others otal  ode of Voting: E-	19969286  Item No.5 : Revision pecial Resolution per period	9778730 0 504243 10282973	0.01 eration of Mr. K. Chand 100.00 0.00 5.34 51.49	9778730 0 501669 10280399	107 Director of the Cor	100.00 0.00 99.49 99.97	0.0000 0.0000 0.0000
etails of the Agenda:  esolution required : S lode of Voting: Poromoter and Promoter Group ublic Institutional Holders ublic-Others otal  lode of Voting: E- romoter and Promoter Group	19969286  Item No.5 : Revision of the pecial Resolution of the pecial R	9778730 0 504243 10282973	0.01 eration of Mr. K. Chance 100.00 0.00 5.34 51.49	9778730 0 501669 10280399	Orector of the Cor	100.00 0.00 99.49 99.97	0.0000 0.0000 0.0000
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retails of the Agenda:  Resolution required:  Resolution required:	19969286  Item No.5 : Revision pecial Resolution period (1978730)	9778730 0 504243 10282973	0.01 eration of Mr. K. Chance 100.00 0.00 5.34 51.49	9778730 0 501669 10280399	Orector of the Cor	100.00 0.00 99.49 99.97	0.0000 0.0000 0.0000 0.0000
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etails of the Agenda:  esolution required: Solode of Voting: Promoter and Promoter Group ublic Institutional Holders ublic-Others otal  ode of Voting: E-romoter and Promoter Group ublic Institutional Holders ublic-Others otal  etails of the Agenda:  esolution required: Oode of Voting: Promoter and Promoter Group ublic Institutional Holders ublic-Others otal  etails of the Agenda:  esolution required: Oode of Voting: Promoter and Promoter Group ublic Institutional Holders ublic-Others otal  ode of Voting: E-romoter and Promoter Group	19969286	9778730 0 504243 10282973 0 0 1884 1884 200intment of M	0.01  100.00 0.00 5.34 51.49  0.00 0.02 0.01  Ms. Anita Belani as an  100.00 0.00 5.34 51.49	9778730 0 501669 10280399 0 1575 1575 1575 Independent Direction of the process o	0 0 0 0 0 0 0 309 309 309 ctor (Non-executiv	100.00 0.00 99.49 99.97 0.00 0.00 83.60 83.60 e Director) of the Co	0.0000 0.0000 0.0000 0.0000 0.0000 16.4000 16.4000 mpany.
retails of the Agenda:  Resolution required: Resolu	19969286	9778730 0 504243 10282973 0 0 1884 1884 cointment of M	0.01  100.00 0.00 5.34 51.49  0.00 0.02 0.01  //s. Anita Belani as an  100.00 0.00 5.34 51.49	9778730 0 501669 10280399  0 1575 1575 1575 Independent Direct 9778730 0 501669 10280399	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	100.00 0.00 99.49 99.97  0.00 83.60 83.60  100.00 0.00 99.49 99.97	0.0000 0.0000 0.0000 0.0000 0.0000 16.4000 16.4000 mpany.
etails of the Agenda:  esolution required:  Solode of Voting:  romoter and Promoter Group  ublic Institutional Holders  ublic-Others  otal  lode of Voting:  romoter and Promoter Group  ublic Institutional Holders  ublic-Others  otal  etails of the Agenda:  esolution required:  lode of Voting:  romoter and Promoter Group  ublic Institutional Holders  ublic-Others  otal	19969286	9778730 0 504243 10282973 0 0 1884 1884 200intment of M	0.01  100.00 0.00 5.34 51.49  0.00 0.02 0.01  Ms. Anita Belani as an  100.00 0.00 5.34 51.49	9778730 0 501669 10280399 0 1575 1575 1575 Independent Direction of the process o	0 0 0 0 0 0 0 309 309 309 ctor (Non-executiv	100.00 0.00 99.49 99.97 0.00 0.00 83.60 83.60 e Director) of the Co	0.0000 0.0000 0.0000 0.0000 0.0000 16.4000 16.4000 mpany.





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

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Wanbury Limited held on Monday, 28<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Wanbury Limited, held on 28<sup>th</sup> 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:
- 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





Office: C-202, 2nd Floor, Kohinoor Apartments, N. C. Kelkar Road, Near Kabutar Khana, Dadar (W), Mumbai - 400 028.

Residence: 14, Ashirwad, 3rd Floor, 116, St. Xavier Street, Parel, Mumbai - 400 012.

Tel. (O): 6451 2969 / 2432 2151 Tel. (D): 6615 0090 • Email: aysathe@gmail.com



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)		% 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)		% 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



Page 2 of 4

Office: C-202, 2nd Floor, Kohinoor Apartments, N. C. Kelkar Road, Near Kabutar Khana, Dadar (W), Mumbai - 400 028.

Residence: 14, Ashirwad, 3rd Floor, 116, St. Xavier Street, Parel, Mumbai - 400 012.

Tel. (O): 6451 2969 / 2432 2151 Tel. (D): 6615 0090 • Email: aysathe@gmail.com



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)		% 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)		% 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





CS Ajit Sathe B.COM., LL.B., FCS, AICWA

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		

- 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.
- 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

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Wanbury Limited held on Monday, 28<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, 28<sup>th</sup> 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 30<sup>th</sup> September, 2015 on the e-voting and dated 30<sup>th</sup> 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:



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No. of Notice of	Particulars of Business	of Votes Vali		Votes in favour of the resolution		Votes against the resolution		Invalid votes
		No of No of shares	No of shares	% age	No of shares	% age	No of shares	
Item No.1 of	E-Voting	1884	1884	1777	0.017	107	0.001	0
the Notice (As an Ordinary	Poll	10282973	10280399	10280399	99.982	0	. 0	2574
Resolution)	Total	10284857	10282283	10282176	99.999	107	0.001	2574
Item No.2 of	E-Voting	1884	1884	1677	0.016	207	0.002	0
the Notice (As an Ordinary	Poll	10282973	10280399	10280399	99.982	0	0	2574
Resolution)	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	E-Voting	1884	1884	1777	0.017	107	0.001	0
the Notice (As an Ordinary	Poll	10282973	10280399	10280399	99.982	0	0	2574
Resolution)	Total	10284857	10282283	10282176	99.999	107	0.001	2574
Item No.5 of	E-Voting	1884	1884	1575	0.015	309	0.003	0
the Notice (As a Special Resolution)	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10281974	99.997	309	0.003	2574
Item No.6 of	E-Voting	1884	1884	1677	0.016	207	0.002	0
the Notice (As an Ordinary Resolution)	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282076	99.998	207	0.002	2574
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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: 30<sup>th</sup> September, 2015