

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

30th September, 2017

To, The Manager, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

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

Scrip Symbol: WANBURY

Scrip Code: 524212

Dear Sir / Madam,

Sub.: Outcome & Submission of Voting Results of the 29th Annual general Meeting (AGM) held on Friday, 29th September, 2017.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith the Voting Results of the 29th Annual general Meeting held on Friday, 29th September, 2017.

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 faithfully,

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						29 th Septe	ember, 2017				
		nolders on re	The second second second second				17656	encourage of the second			
No. of share	holders pre	esent in the r	neeting eith	er in person or t	through						
proxy:											
Promoters a	nd Promote	er Group:					2				
Public:							33				
No. of Share	holders att	ended the m	neeting throu	igh Video Confe	rencing						
Promoters a	nd Promote	er Group:					NIL				
Public:							NIL				
Resolution re			To receive	, consider and a	dopt the S	Sta	ndalone ar	nd Consolidated Fina	ancial Statemer		
Item No. 1-0	ordinary Re	solution	of the Company for the financial year ended 31st March, 2017 and the reports of								
			Director's	and Auditor's th	ereon.				#####################################		
Whether pro	moter/ pro	omoter	NO								
group are int											
agenda/reso	lution?										
Category	Mode	No. of	No. of	% of Votes	No. of	_	No. of	% of Votes in	% of Votes		
	of	Share	Votes	Polled on	Votes in	า-	Votes -	favour on votes	against on		
	Voting	held	Polled	Outstanding Shares	Favour		against	polled	votes polled		
					(4)				25		
		(1)	(2)	(3)=[(2)/(1)]*	(4)		(5)	(6)-[(4)/(2)]*100	(7)		
		(-)	(2)	100			(5)	(6)=[(4)/(2)]*100	(7)=		
				200					[(5)/(2)]*100		
Promoter	E-	13029561	0	0		0	0	0	0		
and	Voting	2				-					
Promoter	Poll		13029561	100	130295	61	0	100	0		
Group	Total	13029561	13029561	100	130295		0	100	0		
Puulic-	E-	0	0	0		0	0	0	0		
Institutions	Voting		1876			1.0			J		
	Poll		0	0		0	0	0	0		
	Total	0	0	0		0	0	0	0		
Public- Non	E-	566035	184	0.00	18	84	0	100	0		
Institutions	Voting		\$2555500.540°	0.0000000000000000000000000000000000000				250	Ü		
	Poll		565851	100	56585	51	0	100	0		
	Total	566035	566035	100	56603	-	0	100	0		
Total		12505506	12505506	400	405055	-		130			

100

13595596

100

13595596 13595596

Total



Resolution required: Item No. 2-Ordinary Resolution		who retire	a Director in p s by rotation at re-appointmen	ensuing	Mr. I g Anr	K. Chandra nual Gener	in (DIN- 00005868) al Meeting and bei	of the Compan ng eligible, offe	
Whether pror group are inte agenda/resolu	erested in		NO						59
Category Mode of Voting		No. of Share held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes Favou	in-	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	E- Voting	13029561	0	0		0	0	0	0
Promoter	Poli		13029561	100	13029	561	0	100	0
Group	Total	13029561	13029561	100	13029	561	0	100	0
Public- Institutions	E- Voting	0	0	0		0	0	0	0
	Poll		0	0		0	0	0	0
	Total	0	0	0		0	0	0	0
Public- Non nstitutions	E- Voting	566035	184	0.00		184	0	100	0
	Poll		565851	100	565	851	0	100	0
Total	Total	566035 13595596	566035 13595596	100 100	566 13595		0	100 100	0





Resolution re	1, 74	Or Name	To consider appointment of M/s. Jayantilal Thakkar & Co., Chartered Accounta										
Item No. 3 -0	rdinary Re	solution	(Firm Regis	stration No. 101	.33W),	Mum	bai as stat	utory Auditor of the	e Company, for				
			term of F	ive years from	the c	onclus	ion of 29	th Annual General	Meeting till th				
			conclusion	of 34 th Annual	Gene	ral M	leeting, in	place of M/s. K	apoor & Parek				
			Associates,	, Chartered Acco	untan	ts (Fir	m Registra	tion No. 104803W).					
Whether pro	moter/ pro	moter	NO										
group are into agenda/resol		the											
Category	Mode	No. of	No. of % of Votes No.			of	No. of	% of Votes in	% of Votes				
	of	Share	Votes Polled on Vote			-	Votes -	favour on votes	against on				
	Voting	held	Polled	Outstanding	Favour		against	polled	votes polled				
				Shares									
					(4)								
		(1)	(2)	(3)=[(2)/(1)]* 100	.,,		(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100				
Promoter	E-	13029561	0	0		0	0	0	0				
and	Voting								0				
Promoter	Poll		13029561	100	1302	9561	0	100	0				
Group	Total	13029561	13029561	100	1302	9561	0	100	0				
Public-	E-	0	0	0		0	0	0	0				
Institutions	Voting												
	Poll		0	0		0	0	0	0				
	Total	. 0	0	0		0	0	0	0				
Public- Non	E-	566035	184	0.00		184	0	100	0				
nstitutions	Voting		A1 196-522	5.000			0.00		-				
	Poll		565851	100	56	5851	0	100	0				
	Total	566035	566035	100	56	5035	0	100	0				
al		13595596	13595596	100	1359	5596	0	100	0				



Resolution re Item No. 4- S		olution	To adopt in Act, 2013.	To adopt new set of Articles of Association of the Company, as per the Companie Act, 2013.									
Whether pro group are int agenda/reso	erested in		NO										
Category Mode of Voting		No. of Share held	No. of Votes Polled	% of Votes 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	E- Voting	13029561	0	0		0	0	0	0				
Promoter	Poll		13029561	100	13029	9561	0	100	0				
Group	Total	13029561	13029561	100	13029	9561	0	100	0				
Public- Institutions	E- Voting	0	0	0		0	0	0	0				
	Poll		0	0		0	0	0	0				
	Total	0	0	0		0	0	0	0				
and the second s	E- Voting	566035	184	0.00		184	0	100	0				
	Poll		565851	100	565	851	0	100	0				
	Total	566035	566035	100	566	035	0	100	0				
Total		13595596	13595596	100	13595	596	0	100	0				



Resolution re Item No. 5 -	Ordinary F		Accountar	To ratify the payment of remuneration to M/s. Hemant Shah & Associates Accountant, as Cost Auditor of the Company for the Financial year 31 st March, 2018.							
Whether pro group are int agenda/reso	erested in		NO								
Category Mode of Voting		No. of Share held	No. of Votes Polled	% of Votes 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	E- Voting	13029561	0	0		0	0	0	0		
Promoter	Poll		13029561	100	1302	9561	0	100	0		
Group	Total	13029561	13029561	100	1302		0	100	0		
Public- Institutions	E- Voting	0	0	0		0	0	0	0		
	Poli		0	0		0	0	0	0		
	Total	0	0	0		0	0	0	0		
Public- Non Institutions	E- Voting	566035	184	0.00		184	0	100	0		
	Poll		565851	100	56.	851	0	100	0		
	Total	566035	566035	100		5035	0	100	0		
Total		13595596	13595596	100	1359		0	100	0		



Resolution re Item No. 6-0		esolution	To approv	To approve appointment of Mr. Divakar Kaza (DIN- 01307279) as Non- Executiv Independent Director.									
Whether pro group are int agenda/reso	erested in		NO										
Category Mode of Voting		No. of Share held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. o Vote Favo	s in-	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	E- Voting	13029561	0	0		0	0	0	0				
Promoter	Poll		13029561	100	1302	9561	0	100	0				
Group	Total	13029561	13029561	100	1302	9561	0	100	0				
Public- Institutions	E- Voting	0	0	0		0	0	0	0				
	Poll		0	0		0	0	0	0				
	Total	0	0	0		0	0	0	0				
Public- Non Institutions	E- Voting	566035	184	0.00		184	0	100	0				
	Poll		565851	100	56	851	0	100	0				
AND L	Total	566035	566035	100	566	5035	0	100	0				
Total		13595596	13595596	100	1359	5596	0	100	0				



	Resolution required: Item No. 7- Ordinary Resolution		To approv	To approve appointment of Ms. Poonam Arya Bharti (DIN- 01165995) as No Executive Independent Woman Director:									
Whether pro group are int agenda/reso	erested in		NO										
Category	Mode of Voting	No. of Share held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. o Votes Favou	in-	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled				
			(2)	(3)=[(2)/(1)]* 100	(4)		(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100				
Promoter a	E- Voting	13029561	0	0		0	0	0	0				
Promoter	Poll		13029561	100	13029	561	0	100	0				
Group	Total	13029561	13029561	100	13029	561	0	100	0				
Public- Institutions	E- Voting	0	0	0		0	0	0	0				
	Poll		0	0		0	0	0	0				
	Total	0	0	0		0	0	0	0				
nstitutions	E- Voting	566035	184	0.00		184	0	100	0				
	Poll		565851	100	565	851	0	100	0				
MAN AND AU	Total	566035	566035	100	566		0	100	0				
Total		13595596	13595596	100	13595	596	ORY	100	0				



K D Enterprise, 2, Swami Sadan, M. G. Road, Kandivali (West), Near Swimming Pool Bus Stop, Mumbai - 400 067. * Mob.: 09819888185 Tel.: 022 28643344 * Telefax: 022 28091177 * E-mail: admin@kalaagarwal.com

www.kalaagarwal.com

FORM NO. MGT-13

SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

(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

29th Annual General Meeting of **M/s. WANBURY LIMITED** held on Friday, 29th September, 2017 at Ebony Hall, Hotel Tunga Regenza, Plot No.37, Sector 30-A, Vashi, Navi Mumbai-400703.

Dear Sir,

I, Kala Agarwal, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of M/s. Wanbury Limited ("the Company") for the purpose of Remote E-voting, Voting by Poll taken on the below mentioned resolutions at the 29th Annual General Meeting of the Equity Shareholders of M/s. Wanbury Limited, held on Friday, 29th September, 2017 at 11:30 a.m. at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai-400703 submit my report as under:

The Company have extended facility of Remote E-voting to the members of the Company through CDSL from Tuesday, 26th September, 2017 at 09:00 a.m. to Thursday, 28th September, 2017 till 05:00 p.m.

Further, on 29th September, 2017, at the 29th Annual General Meeting, ballot papers were distributed to the Members present in person or by proxy or through their representatives to enable the Members to vote who could not do Remote e-voting.

- After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorizations / provies lodged with the Company.

Scrutinizer's Report for Wanbury Limited for 29th AGM

age 1 of 9

B.Com.; F.C.S C.P. No.5356

- The Poll which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- The results of the Remote E-voting and Voting by Poll are as under:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution-

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Director's and Auditor's thereon:

	Rei	note E-voti	ng	1	oting By Poll		Total Voting		
Particulars	No. of Voters	No. of Shares	Perce ntage	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %	
Total Vote received	6	184	0.001	35	13595412	99.999	13595596	100	
Less- Invalid votes	321	22 (100	**				
Net Valid Votes	6	184	0.001	35	13595412	99,999	13595596	100	
Voting with Assent	6	184	0.001	35	13595412	99,999	13595596	100	
Voting with Dissent	344		550	(555)	.77.0	-	-		



ORDINARY BUSINESS:

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 ensuing Annual General Meeting and being eligible, offers himself for reappointment:

	Rei	note E-voti	ng	1	oting By Poll		Total Voting		
Particulars	No. of Voters	No. of Shares	Perce ntage	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %	
Total Vote received	6	184	0.001	35	13595412	99,999	13595596	100	
Less- Invalid votes	-	-	-				-	-	
Net Valid Votes	6	184	0.001	35	13595412	99.999	13595596	100	
Voting with Assent	6	184	0.001	35	13595412	99.999	13595596	100	
Voting with Dissent		73	9278					-	



ORDINARY BUSINESS:

Item No. 3- Ordinary Resolution-

To consider appointment of M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 10133W), Mumbai as statutory Auditor of the Company, for a term of Five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, in place of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W):

	Rei	note E-voti	ing	1	oting By Poll	Total Voting		
Particulars	No. of Voters	No. of Shares	Perce ntage	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %
Total Vote received	6	184	0.001	35	13595412	99.999	13595596	100
Less- Invalid votes				**			77	
Net Valid Votes	6	184	0.001	35	13595412	99,999	13595596	100
Voting with Assent	6	184	0.001	35	13595412	99.999	13595596	100
Voting with Dissent	**				-	-	-	V 221



Item No. 4- Special Resolution-

To adopt new set of Articles of Association of the Company, as per the Companies Act, 2013:

	Rei	mote E-voti	ing	1	oting By Poll		Total Voting		
Particulars	No. of Voters	No. of Shares	Perce ntage	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %	
Total Vote received	6	184	0.001	35	13595412	99,999	13595596	100	
Less- Invalid votes		**				**		155	
Net Valid Votes	6	184	0.001	35	13595412	99.999	13595596	100	
Voting with Assent	6	184	0.001	35	13595412	99.999	13595596	100	
Voting with Dissent		**	**			-		(175	



Item No. 5- Ordinary Resolution-

To ratify the payment of remuneration to M/s. Hemant Shah & Associates, Cost Accountant, as Cost Auditor of the Company for the Financial year ending 31st March, 2018.

Particulars	Rei	note E-voti	ng	1	oting By Poll		Total Voting		
	No. of Voters	No. of Shares	Perce ntage	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %	
Total Vote received	6	184	0.001	35	13595412	99.999	13595596	100	
Less- Invalid votes	-		122		•••			**	
Net Valid Votes	6	184	0.001	35	13595412	99.999	13595596	100	
Voting with Assent	6	184	0.001	35	13595412	99,999	13595596	100	
Voting with Dissent				**	+		-	-	



Item No. 6- Ordinary Resolution-

To approve appointment of Mr. Divakar Kaza (DIN- 01307279) as Non- Executive Independent Director:

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Perce ntage %	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %
Total Vote received	6	184	0.001	35	13595412	99.999	13595596	100
Less- Invalid votes	425.	••						150
Net Valid Votes	6	184	0.001	35	13595412	99.999	13595596	100
Voting with Assent	6	184	0.001	35	13595412	99.999	13595596	100
Voting with Dissent				**		S705	44	-



Item No. 7- OrdinaryResolution-

To approve appointment of Ms. Poonam Arya Bharti (DIN- 01165995) as Non- Executive Independent Woman Director:

Particulars	Remote E-voting			. Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Perce ntage %	Number of Poll Papers	No. of Shares	Percent age %	No. of Shares	Percentage %
Total Vote received	6	184	0.001	35	13595412	99.999	13595596	100
Less- Invalid votes				2	S-4	••		
Net Valid Votes	6	184	0.001	35	13595412	99.999	13595596	100
Voting with Assent	6	184	0.001	35	13595412	99.999	13595596	100
Voting with Dissent		22	-	**				



- A concise list containing the details of Equity Share holders who voted "For", "Against" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary Mr. Jitendra J. Gandhi.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary Mr. Jitendra J. Gandhi, authorized by the Board for safe keeping.

B.Com.; F.C.S

Thanking You, Yours Faithfully,

KALA AGARWAL

(PRACTISING COMPANY SECRETARY)

COP: 5356

Witnesses:

1. Ms. Shweta Maheshwari

2. Ms. Kajal Mehta K. N. Meh Fa

Place: Mumbai

Date: 30th September, 2017