

**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  
+91-22-7196 3222  
Fax : +91-22-6794 2111/333  
CIN L51900MH1988PLC048455  
Email : info@wanbury.com  
Website : www.wanbury.com

9<sup>th</sup> July, 2018

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 Postal Ballot**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith the Voting Results of the Postal Ballot.

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.

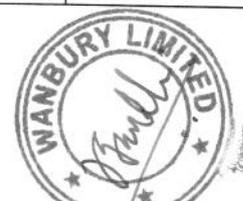
**DISCLOSURE AS PER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Date of the Postal Ballot Notice	28 <sup>th</sup> May, 2018
Voting Start Date	8 <sup>th</sup> June, 2018
Voting End Date	7 <sup>th</sup> July, 2018
Date of the EGM/ Declaration of Voting Result of Postal Ballot	9 <sup>th</sup> July, 2018
Total number of shareholders on record date / Cut - off date (1 <sup>st</sup> June, 2018)	13416
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not applicable

Resolution required: Item No. 1-Ordinary Resolution	To consider appointment of M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, as the Statutory Auditors of the Company to fill the casual vacancy and to fix their remuneration.
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Whether promoter/ promoter group are interested in the agenda/resolution?	NO
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Category	Mode of Voting	No. of Share held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in-Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13029561	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot	13029561	100.00	13029561	0	100.00	0.00	
	<b>Total</b>	<b>13029561</b>	<b>13029561</b>	<b>100.00</b>	<b>13029561</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	874803	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot	0	0	0	0	0		
	<b>Total</b>	<b>874803</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	9315753	30653	0.33	30553	100	99.670	0.33
	Poll		0	0	0	0	0	
	Postal Ballot	617759	6.63	617759	0	100.00	0.00	
	<b>Total</b>	<b>9315753</b>	<b>648412</b>	<b>06.96</b>	<b>648312</b>	<b>100</b>	<b>99.99</b>	<b>0.02</b>
<b>Total</b>		<b>23220117</b>	<b>13677973</b>	<b>58.91</b>	<b>13677873</b>	<b>100</b>	<b>99.99</b>	<b>0.00</b>



<b>Resolution required: Item No. 2-Special Resolution</b>		To consider the ratification of the resolution passed at the 28 <sup>th</sup> Annual General Meeting held on 29 <sup>th</sup> September, 2016 regarding the issue and allotment of 5,00,000 CCD's convertible into equal number of Equity Shares to M/s. Edelweiss Asset Reconstruction Company Ltd. ("EARC") as a Trustee of EARC Trust SC 145.						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		NO						
Category	Mode of Voting	No. of Share held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in-Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13029561	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	13029561	13029561	100.00	13029561	0	100.00	0.00
	<b>Total</b>	<b>13029561</b>	<b>13029561</b>	<b>100.00</b>	<b>13029561</b>	<b>0</b>	<b>100.000</b>	<b>0.00</b>
Public-Institutions	E-Voting	874803	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Total</b>	<b>874803</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	9315753	30653	0.33	30538	115	99.62	0.38
	Poll		0	0	0	0	0	0
	Postal Ballot	617759	617759	6.63	617759	0	100.00	0.00
	<b>Total</b>	<b>9315753</b>	<b>648412</b>	<b>6.96</b>	<b>648297</b>	<b>115</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>23220117</b>	<b>13677973</b>	<b>58.91</b>	<b>13677858</b>	<b>115</b>	<b>99.99</b>	<b>0.00</b>

For Wanbury Limited

Jitendra J. Gandhi  
Company Secretary



*Kala Agarwal*

B.Com, FCS

Practising Company Secretary

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

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### SCRUTINIZER'S REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies  
(Management and Administration) Rules, 2014]*

To,  
The Board of Directors,  
**WANBURY LIMITED**  
BSEL Tech Park, 'B-Wing, 10<sup>th</sup> Floor,  
Sector 30-A, Opp. Vashi Railway Station, Vashi,  
Navi Mumbai - 400 703.

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot and E-voting.**

- i. I, Kala Agarwal, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors by way of circular resolution dated 28<sup>th</sup> May, 2018 of **M/s. Wanbury Limited ("the Company")** for the purpose of scrutinizing the entire Postal Ballot voting process and e-voting process for ;
- To consider appointment of M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, as the Statutory Auditors of the Company to fill the casual vacancy and to fix their remuneration.
  - To consider the ratification of the resolution passed at the 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 regarding the issue and allotment of 5,00,000 CCD's convertible into equal number of Equity Shares to M/s. Edelweiss Asset Reconstruction Company Ltd. ("EARC") as a Trustee of EARC Trust SC 145.
- ii. 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 postal



ballot for the resolutions contained in the notice of Postal Ballot. My responsibility as a scrutinizer for postal ballot voting process and e-voting process is restricted to make 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 provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-voting.

- iii. The Company have extended facility of e-voting to the Members of the Company through CDSL, from Friday, 8<sup>th</sup> June, 2018 (09.00 a.m. IST) to Saturday, 7<sup>th</sup> July, 2018 (05.00 p.m. IST).
- iv. The report on e-voting is based on the data downloaded from the e-voting platform provided by CDSL.
- v. The e-voting was scrutinized by me for verification of votes cast in favour and against the resolution.
- vi. Particulars of all postal ballot forms received from the Members have been entered in a Register separately maintained for this purpose.
- vii. The postal ballot forms were kept under my safe custody in sealed and tamper proof Ballot boxes before commencing the scrutiny of such postal ballot forms.
- viii. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ List of beneficiaries.
- ix. All postal ballot forms received on Saturday, 7<sup>th</sup> July, 2018 up to 05.00 P.M., the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- x. Envelopes containing postal ballot forms received after 05.00 P.M. on Saturday, 7<sup>th</sup> July, 2018 were not considered for my scrutiny.
- xi. I did not find any defaced or mutilated Ballot paper.
- xii. As requested by Management I submit herewith my combined report on the results of postal ballot and e-voting as under:



**SPECIAL BUSINESS:**

**Resolution 1: Ordinary Resolution:**

To consider appointment of M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, as the Statutory Auditors of the Company to fill the casual vacancy and to fix their remuneration:

Particulars	Remote E-voting			Voting By Physical Postal Ballot			Total Voting	
	No. of Voters	No. of Shares	Percent age %	No. of Postal Ballot Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	14	30,653	0.22	41	1,36,53,380	99.78	1,36,84,033	100
Less- Invalid votes	--	--	--	4	6,060	100	6,060	100
Net Valid Votes	14	30,653	0.22	37	1,36,47,320	99.78	1,36,77,973	100
Voting with Assent	13	30,553	0.22	37	1,36,47,320	99.78	1,36,77,873	100
Voting with Dissent	1	100	100	--	--	--	100	100

Remarks: This Ordinary resolution has been passed with requisite majority.



## Resolution 2: Special Resolution:

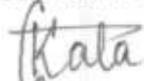
To consider the ratification of the resolution passed at the 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016 regarding the issue and allotment of 5,00,000 CCD's convertible into equal number of Equity Shares to M/s. Edelweiss Asset Reconstruction Company Ltd. ("EARC") as a Trustee of EARC Trust SC 145:

Particulars	Remote E-voting			Voting By Physical Postal Ballot			Total Voting	
	No. of Voters	No. of Shares	Percent age %	No. of Postal Ballot Papers	No. of Shares	Percent age %	No. of Shares	Percent age %
Total Vote received	14	30,653	0.22	41	1,36,53,380	99.78	1,36,84,033	100
Less- Invalid votes	--	--	--	4	6,060	100	6,060	100
Net Valid Votes	14	30,653	0.22	37	1,36,47,320	99.78	1,36,77,973	100
Voting with Assent	12	30,538	0.22	37	1,36,47,320	99.78	1,36,77,858	100
Voting with Dissent	2	115	100	--	--	--	115	100

**Remarks: This Special resolution has been passed with requisite majority.**

The details containing the list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Yours Faithfully,

  
Kala Agarwal  
Practicing Company Secretary  
COP- 5356



Place: Mumbai

Date: 8<sup>th</sup> July, 2018