

**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  
CIN L51900MH1988PLC048455  
Email : info@wanbury.com  
Website : www.wanbury.com

September 27, 2023

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.: Submission of Voting Results & Scrutinizer Report of the 35<sup>th</sup> Annual General Meeting (AGM) held on Wednesday, 27<sup>th</sup> September, 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 35<sup>th</sup> Annual General Meeting held on Wednesday, 27<sup>th</sup> September, 2023.

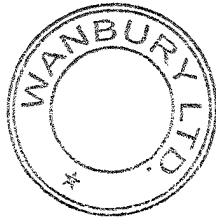
The Copy of the Scrutinizer Report submitted by Ms. Kala Agarwal, Practicing Company Secretary is also enclosed herewith.

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

Thanking you,

Yours faithfully,  
For Wanbury Limited

Jitendra J. Gandhi  
Company Secretary

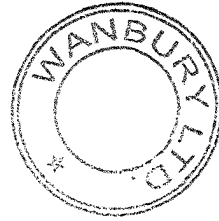


Encl.: a/a.



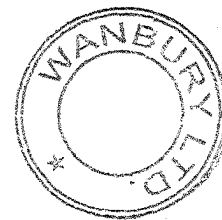
**DISCLOSURE AS PER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Date of the EOGM	August 21, 2023
Total number of Shareholders on Record Date	11930
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:	250

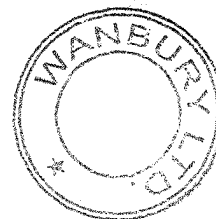


**WANBURY LIMITED**

Resolution Required: (Ordinary)		1. (a) the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2023 along with the Reports of Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2023 along with the Report of the Auditors thereon.						
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
	Postal Ballot		-	0	0	0	0	0
	<b>Total</b>	<b>13029561</b>	<b>13029561</b>	<b>100</b>	<b>13029561</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	587	0	0	0	0	0	0
	Poll		-	0	0	0	0	0
	Postal Ballot		-	0	0	0	0	0
	<b>Total</b>	<b>587</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	19705350	590837	3.00	590768	69	99.99	0.01
	Poll		50	0	50	0	100	0
	Postal Ballot		-	0	-	0	0	0
	<b>Total</b>	<b>19705350</b>	<b>590887</b>	<b>3.00</b>	<b>590818</b>	<b>69</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>32735498</b>	<b>13620448</b>	<b>41.61</b>	<b>13620379</b>	<b>69</b>	<b>100</b>	<b>0</b>

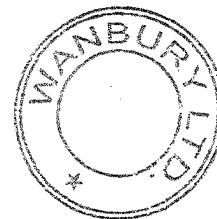


WANBURY LIMITED								
<b>Resolution Required : (Ordinary)</b>		<b>2. To appoint a Director in place of Mr. K. Chandran (DIN - 00005868), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Voters Polled on outstandi ng 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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
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
	<b>Total</b>	<b>13029561</b>	<b>13029561</b>	<b>100</b>	<b>13029561</b>	<b>0</b>	<b>100</b>	<b>0</b>
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
	<b>Total</b>	<b>587</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E- Voting	19705350	590837	3.00	590768	69	99.99	0.01
	Poll		50	0.00	50	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>19705350</b>	<b>590887</b>	<b>3.00</b>	<b>590818</b>	<b>69</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>32735498</b>	<b>13620448</b>	<b>41.61</b>	<b>13620379</b>	<b>69</b>	<b>100</b>	<b>0</b>



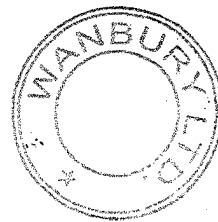
**WANBURY LIMITED**

<b>Resolution Required : (Ordinary)</b>		<b>3. To ratify the remuneration payable to M/S. GMVP &amp; ASSOCIATES LLP , (Firm Registration No.000910), Mumbai, the Cost Auditor of the Company, for conducting cost audit for the Financial Year 2022-2023.</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Voters Polled on outstandi ng shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Vote s - Agai nst</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
<b>Promoter and Promoter Group</b>	<b>E- Voting</b>	13029561	13029561	100	13029561	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot</b>		0	0	0	0	0	0
	<b>Total</b>	<b>13029561</b>	<b>13029561</b>	<b>100</b>	<b>13029561</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public Institutions</b>	<b>E- Voting</b>	587	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot</b>		-	0	0	0	0	0
	<b>Total</b>	<b>587</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Non Institutions</b>	<b>E- Voting</b>	19705350	590837	3.00	590768	69	99.99	0.01
	<b>Poll</b>		50	0	50	0	100	0
	<b>Postal Ballot</b>		0	0	0	0	0	0
	<b>Total</b>	<b>19705350</b>	<b>590887</b>	<b>3.00</b>	<b>590818</b>	<b>69</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>32735498</b>	<b>13620448</b>	<b>41.61</b>	<b>13620379</b>	<b>69</b>	<b>100</b>	<b>0</b>



**WANBURY LIMITED**

Resolution Required : (Ordinary)		4. To alter the Articles of the Association of the Company.						
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 outstandi ng 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]}*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
	<b>Total</b>	<b>13029561</b>	<b>13029561</b>	<b>100</b>	<b>13029561</b>	<b>0</b>	<b>100</b>	<b>0</b>
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
	<b>Total</b>	<b>587</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E- Voting	19705350	590837	3.00	590768	69	99.99	0.01
	Poll		50	0	50	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>19705350</b>	<b>590887</b>	<b>3.00</b>	<b>590818</b>	<b>69</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>32735498</b>	<b>13620448</b>	<b>41.61</b>	<b>13620379</b>	<b>69</b>	<b>100</b>	<b>0</b>





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Mob: + 91-9819888185 • E-mail: agarwalkala@gmail.com / admin@kalaagarwal.com

[www.kalaagarwal.com](http://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 Annual General Meeting, for the Annual General Meeting of Wanbury Limited held on Wednesday, 27<sup>th</sup> September, 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 AGM taken on the below mentioned resolutions at the **Annual General Meeting of the Equity Shareholders of Wanbury Limited** held on Wednesday, 27<sup>th</sup> September, 2023 at 11:30 A.M. through **Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')**, submit my report as under:

The notice dated 07<sup>th</sup> July, 2023, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, Circular No. 10/2021 dated 23<sup>rd</sup> June 2021, Circular No. 20/2021 dated 8<sup>th</sup> December 2021, Circular No. 03/2022 dated 5<sup>th</sup> May 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December 2022 ("MCA Circulars") issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 read with SEBI Circular number SEBI/HO/DDHS/DDHS\_Div2/P/CI R120221079 dated 3<sup>rd</sup> June, 2022 SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars").

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

The book closure started from Thursday, 21<sup>st</sup> September, 2023 and ended on Wednesday, 27<sup>th</sup> September, 2023. The shareholders of the Company holding shares as on 20<sup>th</sup> September, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The Company had appointed Central Depository Services Limited ("CDSL") for conducting the Electronic voting by the shareholders of the Company at the AGM. The remote e-voting commenced on Sunday, 24<sup>th</sup> September, 2023 at 09:00 A.M. and ended on Tuesday, 26<sup>th</sup> September, 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 AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM 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 AGM 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 AGM on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM 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 AGM in respect of the said resolutions:



**ORDINARY BUSINESS:**

**Item No. 1- Ordinary Resolution-**

**To receive, consider and adopt:**

**a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 along with the Reports of Board of Directors and Auditors thereon; and**

**b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 along with the Report of the Auditors thereon.:**

**(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
388	13620379	100%

**(2) Voted against the resolution**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	69	0%

**(3) Invalid Votes**

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

**ORDINARY BUSINESS:**

**Item No. 2- Ordinary Resolution-**

**To appoint a Director in place of Mr. K. Chandran (DIN - 00005868), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment:**

(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
388	13620379	100%

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	69	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. 3- Ordinary Resolution-**

**To ratify the remuneration payable to M/S. GMVP & ASSOCIATES LLP . (Firm Registration No.000910). Mumbai, the Cost Auditor of the Company, for conducting cost audit for the Financial Year 2022-2023:**

**(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
388	13620379	100%

**(2) Voted against the resolution**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	69	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. 4- Ordinary Resolution-**

**To alter the Articles of the Association of the Company:**

**(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
388	13620379	100%

**(2) Voted against the resolution**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	69	0%

**(3) Invalid Votes**

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

All of the above Four (4) Resolutions mentioned in the Notice of the AGM dated 07<sup>th</sup> July, 2023 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from CDSL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. 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: 27<sup>th</sup> September, 2023**  
**UDIN: F005976E001102786**