

25<sup>th</sup> March, 2019



**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

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	14 <sup>th</sup> February, 2019
Voting Start Date	21 <sup>st</sup> February, 2019
Voting End Date	22 <sup>nd</sup> March, 2019
Date of the EGM/ Declaration of Voting Result of Postal Ballot	25 <sup>th</sup> March, 2019
Total number of shareholders on record—date / Cut - off date (15 <sup>th</sup> February, 2019)	13142
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-Special Resolution	To consider and accord approval to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company under section 180(1)(a) of the Companies Act, 2013.
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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 Poll	13029561	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	13029561	13029561	100.00	13029561	0	100.00	0.00
	Total	13029561	13029561	100.00	13029561	0	100.00	0.00
Public-Institutions	E-Voting Poll	535938	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	535938	0	0	0	0	0	0
	Total	535938	0	0	0	0	0	0
Public- Non Institutions	E-Voting Poll	10154618	24070	0.24	24070	0	100.00	0.00
	Postal Ballot		0	0	0	0	0	0
	Total	10154618	586456	5.78	586456	0	100.00	0.00
	Total	10154618	610526	06.01	610526	0	100	0.00
<b>Total</b>		<b>23720117</b>	<b>13640087</b>	<b>57.50</b>	<b>13640087</b>	<b>0</b>	<b>100</b>	<b>0.00</b>



<b>Resolution required:</b> Item No. 2-Special Resolution			To borrow money in excess of the paid-up capital and free reserves of the Company under section 180(1)(c) of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 and Promoter Group	E-Voting	13029561	0	0	0	0	0	0
	Poll		0	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>100.000</b>
Public-Institutions	E-Voting	535938	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>535938</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	10154618	24070	0.24	23970	100	99.58	0.42
	Poll		0	0	0	0	0	0
	Postal Ballot		586456	5.78	586456	0	100.00	0.00
	<b>Total</b>		<b>10154618</b>	<b>610526</b>	<b>06.01</b>	<b>610426</b>	<b>100</b>	<b>99.98</b>
<b>Total</b>		<b>23720117</b>	<b>13640087</b>	<b>57.50</b>	<b>13639987</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>

<b>Resolution required:</b> Item No. 3-Ordinary Resolution			To consider and accord approval for the appointment (Regularisation) of Ms. Pallavi Shedge (DIN: 08356412) as Non-Executive Independent Woman Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 and Promoter Group	E-Voting	13029561	0	0	0	0	0	0
	Poll		0	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>100.000</b>
Public-Institutions	E-Voting	535938	0	0	0	0	0	0
	Poll		0	0	0	0	0	0



	Postal Ballot		0	0	0	0	0	0
	Total	535938	0	0	0	0	0	0
Public- Non Institutions	E-Voting	10154618	24070	0.24	24070	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		586456	5.78	586456	0	100.00	0.00
	Total	10154618	610526	06.01	610526	0	100.00	0.00
Total		23720117	13640087	57.50	13640087	0	100.00	0.00

Resolution required: Item No. 4-Ordinary Resolution	To consider and accord approval for Re-appointment of Mr. N. K. Puri (DIN: 00002226) as a Non-Executive Independent Director of the Company.
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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	0
	Postal Ballot		13029561	100.00	13029561	0	100.00	0.00
	Total	13029561	13029561	100.00	13029561	0	100.000	0.00
Public-Institutions	E-Voting	535938	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	535938	0	0	0	0	0	0
Public- Non Institutions	E-Voting	10154618	24070	0.24	23970	100	99.58	0.42
	Poll		0	0	0	0	0	0
	Postal Ballot		586456	5.78	586456	0	100.00	0.00
	Total	10154618	610526	06.01	610426	100	99.98	0.02
Total		23720117	13640087	57.50	13639987	100	99.99	0.001



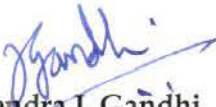
<b>Resolution required:</b> Item No. 5-Ordinary Resolution			To consider and accord approval for Re-appointment of Mr. S. K. Bhattacharyya (DIN: 01924770) as a Non-Executive Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	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	100.00	13029561	0	100.00	0.00
	Total	13029561	13029561	100.00	13029561	0	100.000	0.00
Public-Institutions	E-Voting	535938	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	535938	0	0	0	0	0	0
Public- Non Institutions	E-Voting	10154618	24070	0.24	24070	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		586456	5.78	586456	0	100.00	0.00
	Total	10154618	610526	06.01	610526	0	100.00	0.00
<b>Total</b>		<b>23720117</b>	<b>13640087</b>	<b>57.50</b>	<b>13640087</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required:</b> Item No. 6-Special Resolution			To consider and approve the continuation of the Directorship of Mr. N. K. Puri (DIN: 00002226), Non-Executive Independent Director of the Company who has attained the age of seventy-five (75) years.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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	100.00	13029561	0	100.00	0.00
	Total	13029561	13029561	100.00	13029561	0	100.000	0.00

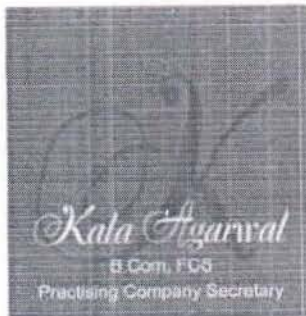


Public- Institutions	E-Voting	535938	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	535938	0	0	0	0	0	0
Public- Non Institutions	E-Voting	10154618	24070	0.24	22447	1623	93.260	6.740
	Poll		0	0	0	0	0	0
	Postal Ballot		586456	5.78	586456	0	100.00	0.00
	Total	10154618	610526	06.01	608903	1623	99.730	0.270
<b>Total</b>		<b>23720117</b>	<b>13640087</b>	<b>57.50</b>	<b>13638464</b>	<b>1623</b>	<b>99.988</b>	<b>0.012</b>

For Wanbury Limited

  
**Jitendra J. Gandhi**  
 Company Secretary





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Tel.: 022 28643344 • Telefax: 022 28091177 • E-mail: agarwalkala@gmail.com  
801, Embassy Centre, Plot No. 207, Jaminatal Bajaj Road, Nariman Point, Mumbai-21. • Office : 7021507117 / 9137774259

[www.kalagarwal.com](http://www.kalagarwal.com)

#### 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,

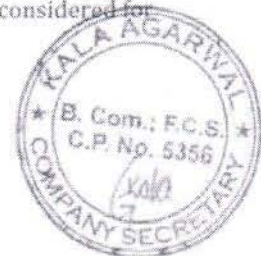
**Sub: Passing of Resolutions through Postal Ballot and E-voting.**

i. I, Kala Agarwal, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of M/s. Wanbury Limited ("the Company") at their meeting held on 14<sup>th</sup> February, 2019 for the purpose of scrutinizing the entire Postal Ballot voting process and e-voting process for;

- To consider and accord approval to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the company under Section 180(1)(a) of the Companies Act, 2013.
- To borrow in excess of the paid-up capital and free reserves of the company under section 180(1)(c) of the companies act, 2013.
- To consider and accord approval for the appointment (Regularisation) of Ms. Pallavi Shedge (DIN: 08356412) as Non-executive Independent Woman Director of the Company.
- To consider and accord approval for re-appointment of Mr. N. K. Puri (DIN: 00002226) as a Non-executive Independent Director of the Company.



- To consider and accord approval for re-appointment of Mr. S. K. Bhattacharyya (DIN: 01924770) as a Non-executive Independent Director of the Company.
  - To consider and approve the continuation of the Directorship of Mr. N. K. Puri (DIN: 00002226), Non-executive Independent Director who has attained the age of seventy-five (75) years.
- 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 Thursday, 21<sup>st</sup> February, 2019 (09.00 a.m. IST) to Friday, 22<sup>nd</sup> March, 2019 (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 resolutions.
- 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 Friday, 22<sup>nd</sup> March, 2019 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 Friday, 22<sup>nd</sup> March, 2019 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: Special Resolution:**

To consider and accord approval to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the company under section 180(1)(a) of the Companies Act, 2013:

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	24070	0.18%	14	13616017	99.82%	13640087	100%
Less- Invalid votes	00	00	00%	00	00	00%	00	00%
Net Valid Votes	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Assent	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Dissent	00	00	00%	00	00	00%	00	00%

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



## SPECIAL BUSINESS:

### Resolution 2: Special Resolution:

To borrow in excess of the paid-up capital and free reserves of the Company under section 180(1)(c) of the Companies Act, 2013:

Particulars	Remote E-voting			Voting By Physical Postal Ballot			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Postal Ballot Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Less- Invalid votes	00	00	00%	00	00	00%	00	00%
Net Valid Votes	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Assent	13	23970	0.18%	14	13616017	99.82%	13639987	100%
Voting with Dissent	1	100	100%	00	00	00	100	100%

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



**SPECIAL BUSINESS:**

**Resolution 3: Ordinary Resolution:**

To consider and accord approval for the appointment (Regularisation) of Ms. Pallavi Shedge (DIN: 08356412) as non-executive independent woman Director of the Company:

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	24070	0.18%	14	13616017	99.82%	13640087	100%
Less- Invalid votes	00	00	00%	00	00	00%	00	00%
Net Valid Votes	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Assent	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Dissent	00	00	00%	00	00	00%	00	00%

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



**SPECIAL BUSINESS:**

**Resolution 4: Ordinary Resolution:**

To consider and accord approval for re-appointment of Mr. N. K. Puri (DIN: 000022226) as a non-executive independent Director of the Company:

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	Percentage %
Total Vote received	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Less- Invalid votes	00	00	00%	00	00	00%	00	00%
Net Valid Votes	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Assent	13	23970	0.18	14	13616017	99.82%	13639987	100%
Voting with Dissent	1	100	100%	00	00	00	100	100%

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



**SPECIAL BUSINESS:**

**Resolution 5: Ordinary Resolution:**

To consider and accord approval for re-appointment of Mr. S. K. Bhattacharyya (DIN: 01924770) as a non-executive independent Director of the Company:

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	24070	0.18%	14	13616017	99.82%	13640087	100%
Less- Invalid votes	00	00	00%	00	00	00%	00	00%
Net Valid Votes	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Assent	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Dissent	00	00	00%	00	00	00%	00	00%

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



**SPECIAL BUSINESS:**

**Resolution 6: Special Resolution:**

To consider and approve the continuation of the directorship of Mr. N. K. Puri (DIN: 00002226), non-executive independent director who has attained the age of seventy-five (75) years:

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	24070	0.18%	14	13616017	99.82%	13640087	100%
Less- Invalid votes	00	00	00%	00	00	00%	00	00%
Net Valid Votes	14	24070	0.18%	14	13616017	99.82%	13640087	100%
Voting with Assent	12	22447	0.16%	14	13616017	99.84%	13638464	100%
Voting with Dissent	2	1623	100%	00	00	00%	1623	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



Mumbai, 25<sup>th</sup> March, 2019