Date of Annual General Meeting Total number of shareholders on record date - 21st September, 2015 Total number of shareholders on record date - 21st September, 2015 No. of shareholders artended the meeting through Video Conferencing No. of Shareholders attended the meeting through Video Conferencing Public: Promoters and Promoter Group NIL		
In case of Poli/Postal ballou/E-voting:	rrd date - 21st September, 2015 eting either in person or through proxy pring through Video Conferencing	2015.

1		Shares	Votes Polled	Outstanding shares	in favour	Against	in favour Against on Votes polled on Votes polled on Votes polled	% or votes Agains on Votes polled
genda: irred: Comoter Group al Holders al Holders al Holders al Holders al Holders bomoter Group al Holders		-	2	3 = [(2)/(4)]*100	4	u	6 = [(4)/(2)1*400	7 = [/5///9/1*400
ired: Or moter Group al Holders	etails of the Agenda:	lε	tion of Financi	al Statements, Directo	ors' and Auditor's		South Florida	2017/2012
enoter Group al Holders		dinary Resolution						
omoter Group al Holders omoter Group al Holders al Holders omoter Group al Holders al Holders al Holders the Agenda:		_						
al Holders comoter Group al Holders lired: omoter Group al Holders al Holders bonoter Group al Holders al Holders ired: or	romoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
inder Group al Holders genda: ired: ponoter Group al Holders al Holders al Holders al Holders al Holders al Holders al Holders al Holders al Holders al Holders	ublic Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
enoter Group genda: penda: penda: pomoter Group al Holders al Holders brithe Agenda: ired: Orr	ublic-Others	9436239	504243	5.34	501669	0	99.49	0.0000
omoter Group al Holders genda: ired: Or omoter Group al Holders al Holders al Holders al Holders al Holders ired: Or	otal	19969286	10282973	51.49	10280399	0	99.97	0.0000
omoter Group genda: iired: Or omoter Group al Holders en Holders al Holders the Agenda: ired: Or		Voting						
al Holders genda: ired: Or inted: Or omoter Group al Holders al Holders al Holders al Holders ired: Orr	romoter and Promoter Group	9778730	0	0.00	0	0	0.00	0.0000
genda: ired: Onoter Group al Holders E-\text{omoter Group} al Holders al Holders if Holders al Holders al Holders	ublic Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
genda: Iired: Orr Polomoter Group al Holders E-\text{Agenda:} Ithe Agenda: Ired: Orr	ublic-Others	9436239	1884	0.02	1777	107	94.32	5.6800
genda: Iired: Polimeter Group al Holders Promoter Group al Holders al Holders al Holders al Holders al Holders	otal	19969286	1884	0.01	1777	107	94.32	5.6800
ired: Or		Item No.2 : Re-a	pointment of I	Ir. K. Chandran, Direc	tor of the Compar	y liable to retire b	y rotation	
omoter Group al Holders comoter Group al Holders al Holders the Agenda:		dinary Resolution						
omoter Group al Holders E-\text{Omoter Group} al Holders the Agenda:	- 1			The state of the s				
al Holders E-N omoter Group al Holders the Agenda:	omoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
omoter Group al Holders the Agenda:	ublic Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
E-Vomoter Group al Holders the Agenda: ired: Orr	ublic-Others	9436239	504243	5.34	501669	0	99.49	0.0000
moter Group al Holders the Agenda:	otal	19969286	10282973	51.49	10280399	0	76.66	0.0000
omoter Group al Holders the Agenda: ired: Orr		/oting						
al Holders the Agenda: ired: Orr	omoter and Promoter Group	9778730	0	0.00	0	0	00.00	0.0000
the Agenda:	ublic Institutional Holders	754317	0	0.00	0	0	00.00	0.0000
the Agenda:	ublic-Others	9436239	1884	0.02	1677	207	89.01	10.9900
the Agenda: ired : Ore	otal	19969286	1884	0.01	1677	207	89.01	10.9900
ired: Or		Item No.3: a) Ap	pointment of I	Ils. Kapoor and Parel	kh Associates, Ch	artered Accounta	nts, Mumbai as Stat	utory Auditors of
ired: Or		Company,						
ired:		b) Appointment of	of IVI/s. Kolath 8	. Co., Chartered Accol	untants, Chennai,	as Branch Auditor	s of the Company:	
	ired :	dinary Resolution						



Promoter and Promoter Group Public Institutional Holders Public-Others Total Mode of Voting: Promoter and Promoter Group							
c Institutional Holders -Others of Voting:	9778730	9778730	100 00	9778730	c	100.00	0000
Others of Voting:	754247	2010130	00.00	87.07.30		100.00	0.000
of Voting:	10401		0.00	0	0	0.00	0.0000
of Voting: oter and Promoter Group	9436239	504243	5.34	501669	0	99.49	0.0000
	19969286	10282973	51.49	10280399	0	99.97	0.0000
	oting						
The second secon	9778730	0	0.00	0	0	000	00000
Public Institutional Holders	754317	0	00.00	0	0	000	00000
Public-Others	9436239	1884	0.00	1777	407	04.32	0.0000
Total	19969286	1884	0.07	1777	107	94.32	0.0000
							20000
Details of the Agenda:	tem No.4: Ratifi	cation of appo	Item No.4: Ratification of appointment and payment of remuneration to M/s. Hemant Shah & Associates.	of remuneration t	o M/s. Hemant Sha	ah & Associates, Cost	Cost Accountant as Cos
	Auditors of the Company	ompany					
Pocolition required .	Ordinany Donollision						
Mode of Voting:							
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	o	000	0000
Public-Others	9436239	504243	5.34	501669	c	00 40	0000
Total	19969286	10282973	51.49	10280399		00.00	0000
			2000	10500000		93.37	0.0000
Mode of Voting: E. Vo	E. Voting						
moter Group	0778730	-	000	-		000	00000
Diship Institutional Haldon	754047		00.0			0.00	0.0000
This Others	10401	200	0.00	0		0.00	0.0000
rubiic-Orners	9436239	1884	0.02	1777	107	94.32	5.6800
Total	19969286	1884	0.01	1777	107	94.32	5.6800
Details of the Agenda: If Resolution required: Sner	Item No.5 : Revis	ion in Remune	io.5 : Revision in Remuneration of Mr. K. Chandran, Whole Time Director of the Company: esclution	dran, Whole Time	Director of the Co	mpany:	
17							
omoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Public Institutional Holders	754317	0	0.00	0	0	00.0	0.0000
Public-Others	9436239	504243	5.34	501669	0	99 49	00000
Total	19969286	10282973	51.49	10280399	0	99.97	00000
Mode of Voting: E- Voting	oting						
dno	9778730	0	0.00	0	0	000	00000
Public Institutional Holders	754317	0	0.00	c	C	000	00000
Public-Others	9436239	1884	0.00	1575	300	83.60	46 4000
Total	10060286	1884	0.04	200	900	03.60	10.4000
	0070000		0.0	0/01	202	09.60	16.4000
Details of the Agenda: It	Item No.6 : Re-ap	pointment of I	o.6 : Re-appointment of Ms. Anita Belani as an Independent Director (Non-executive Director) of the Company.	Independent Dire	ctor (Non-executiv	/e Director) of the Cor	npany.
ired:	Ordinary Resolution						
Mode or Voting: Poll	00000000	0010110					
Promoter and Promoter Group	9778730	9778730	100.00	9778730	0	100.00	0.0000
Dir Institutional Holders	754317	0	0.00	0	0	00.00	0.000
Public-Others	9436239	504243	5.34	501669	0	99.49	0.000
Total	19969286	10282973	51.49	10280399	0	26.66	0.0000
Mode of Voting:	Alman.						
omotor and Dramater Crause	ung						
Promoter and Promoter Group	9778730	0	0.00	0	0	00:0	0.000
Dirc Institutional Holders	754317	0	0.00	0	0	0.00	0.0000
Public-Others	9436239	1884	0.02	1677	207	89.01	10.9900
Total	19969286	1884	0.01	1677	207	89.04	10 9900
							00000





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

27th Annual General Meeting of the Equity Shareholders of Wanbury Limited held on Monday, 28th 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 27th Annual General Meeting of the Equity Shareholders of Wanbury Limited, held on 28th 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 8 Number of votes cast of them





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)	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)		% 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.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)		% 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



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

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



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



No. of Notice	Particulars Total of Votes Business cast		Total Valid Votes		Votes in favour of the resolution		Votes against the resolution	
		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	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.4 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.5 of the Notice (As a Special Resolution)	E-Voting	1884	1884	1575	0.015	309	0.003	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10281974	99.997	309	0.003	2574
Item No.6 of the Notice (As an Ordinary Resolution)	E-Voting	1884	1884	1677	0.016	207	0.002	0
	Poll	10282973	10280399	10280399	99.982	0	0	2574
	Total	10284857	10282283	10282076	99.998	207	0.002	2574

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 : 30th September, 2015