

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



September 30, 2016

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 28<sup>th</sup> Annual general Meeting (AGM) held on Thursday, 29<sup>th</sup> September, 2016.**


Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith the Voting Results of the 28<sup>th</sup> Annual general Meeting held on Thursday, 29<sup>th</sup> September, 2016.

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

Kindly take the same on records and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Wanbury Limited

  
Jitendra J. Gandhi  
Company Secretary



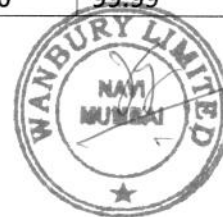
Encl.: As above

## Annexure I

## Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	29 <sup>th</sup> September, 2016
Total number of shareholders on record date	17640
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	2 39
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NIL NIL

Resolution required: Item No. 1-Ordinary Resolution		To receive, consider and adopt the Standalone and Audited and Consolidated Financial statements of the Company for the financial Year ended 31 <sup>st</sup> March, 2016 and the Reports of the Directors and Auditor's thereon.						
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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100	0.00
	Total	9778730	8949231	91.52	8949231	0	100	0.00
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	865113	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.55	6.45
	Poll		588441	6.31	588441	0	100.00	0.00
	Total	9325443	589991	6.33	589891	100	99.98	0.017
Total		19969286	9539222	47.77	9539122	100	99.99	0.001



**Resolution required:**  
**Item No. 2-Ordinary Resolution**  
 To appoint 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 re-appointment.

**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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>	<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.55	6.45
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>	<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>	<b>0.017</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>



**Resolution required:**  
**Item No. 3 -Ordinary Resolution** (a) To Ratify Appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W), Statutory Auditors 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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.55	6.45
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>



**Resolution required:**  
**Item No. 3- Ordinary Resolution** (b) To Ratify Appointment of M/s. Kolath & Co., Chartered Accountants, Chennai Branch Auditors 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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.55	6.45
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>



**Resolution required:**  
**Item No. 4 Ordinary Resolution** To ratify the appointment and amount of Remuneration payable to M/s Hemant Shah and Associates, Cost Auditors, for the financial year 2016-17.

**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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>	<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.55	6.45
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>	<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>	<b>0.017</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>



**Resolution required:**  
**Item No. 5-Special Resolution**  
 To consider the re-appointment of Director Mr. K. Chandran (DIN-00005868) as the Managing Director of the Company, for a period of 3 (three) years w.e.f 1<sup>st</sup> September, 2016.

**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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.548	6.452
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>



**Resolution required:**  
**Item No. 6 Special Resolution** To create, offer, issue and allot from time to time in one or more tranches 32,59,500 equity shares of Rupees 10/- each on Preferential basis.

**Whether promoter/ promoter group are interested in the agenda/resolution?** YES

Category	Mode of Voting	No. of Share held <b>(1)</b>	No. of Votes Polled <b>(2)</b>	% of Votes Polled on Outstanding Shares <b>(3)=[(2)/(1)]*100</b>	No. of Votes in-Favour <b>(4)</b>	No. of Votes – against <b>(5)</b>	% of Votes in favour on votes polled <b>(6)=[(4)/(2)]*100</b>	% of Votes against on votes polled <b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	9778730	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	865113	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	9325443	1550	0.02	1450	100	93.55	6.45
	<b>Poll</b>		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>





**Resolution required:**  
**Item No. 7-Special Resolution**  
 To create, offer, issue and allot from time to time in one or more tranches upto an aggregate of 5,00,000 Compulsory Convertible Debentures of Rupees 200/- each on Preferential basis.

**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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>0.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1400	150	90.323	9.68
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589841</b>	<b>150</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539072</b>	<b>150</b>	<b>99.99</b>	<b>0.002</b>



**Resolution required:**  
**Item No. 8 –Special Resolution** To create, offer, issue and grant 9,98,464 equity shares through Employee Stock Option Scheme.

**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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1450	100	93.548	6.452
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589891</b>	<b>100</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539122</b>	<b>100</b>	<b>99.99</b>	<b>0.001</b>



**Resolution required:**  
**Item No. 9 –Special Resolution** To grant 3,00,000 options, which exceeds 1% of issued capital of the Company to Mr. P. V. Pasupathy, President 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	9778730	0	0.00	0	0	0.00	0.00
	Poll		8949231	91.52	8949231	0	100.00	0.00
	<b>Total</b>		<b>9778730</b>	<b>8949231</b>	<b>91.52</b>	<b>8949231</b>	<b>0</b>	<b>0.00</b>
Public-Institutions	E-Voting	865113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>865113</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	9325443	1550	0.02	1400	150	90.32	9.68
	Poll		588441	6.31	588441	0	100.00	0.00
	<b>Total</b>		<b>9325443</b>	<b>589991</b>	<b>6.33</b>	<b>589841</b>	<b>150</b>	<b>99.98</b>
<b>Total</b>		<b>19969286</b>	<b>9539222</b>	<b>47.77</b>	<b>9539072</b>	<b>150</b>	<b>99.99</b>	<b>0.002</b>







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](http://www.kalaagarwal.com)

**FORM NO. MGT-13**

**SCRUTINIZER'S REPORT ON E-VOTING AND 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 Chairperson**

28<sup>th</sup> Annual General Meeting of Wanbury Limited  
Held on Thursday, 29<sup>th</sup> day of September, 2016 at 11.30 a.m. at  
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 and voting by poll taken on the below mentioned resolutions at the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wanbury Limited, held on, Thursday, the 29<sup>th</sup> September, 2016 at 11.30 a.m. at 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 Monday, 26<sup>th</sup> september, 2016 at 09.00 a.m. to Wednesday, 28<sup>th</sup> September, 2016 till 5.00 p.m.

Further, on 29<sup>th</sup> September, 2016, at the 28<sup>th</sup> AGM, ballot papers were distributed to the members present in person or by proxy to enable the members to vote who could not vote by Remote E-voting.

1. After the time fixed for closing of poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identification mark placed by me.

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Scrutinizer's Report for Wanbury Limited for the 28<sup>th</sup> Annual General Meeting





2. 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 / 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 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 Audited and consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditor's thereon.**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





**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 re-appointment.**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





**Item No. 3- Ordinary Resolution-**

- (a) To Ratify Appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No.104803W), Statutory Auditors of the Company:

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





**Item No. 3- Ordinary Resolution**

**(b) To Ratify Appointment of M/s. Kolath & Co., Chartered Accountants, Chennai, Branch Auditors of the Company:**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





## SPECIAL BUSINESS

### Item No. -4 Ordinary Resolution -

To ratify the appointment and amount of remuneration payable to M/s Hemant Shah & Associates, Cost Auditors, for the financial year 2016-17.

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





**Item No. 5- Special Resolution-**

**To consider the re-appointment of Director Mr. K. Chandran (DIN: 00005868) as the Managing Director of the Company, for a period of 3 (three) years w.e.f 1<sup>st</sup> September, 2016.**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





**Item No. 6- Special Resolution -**

**To create, offer, issue and allot from time to time in one or more tranches 32,59,500 equity shares of Rupees 10/- each on Preferential basis.**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100

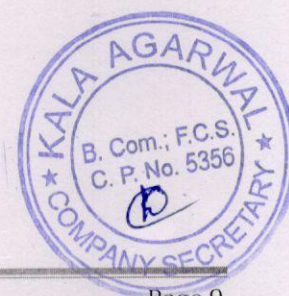




**Item No. 7- Special Resolution -**

**To create, offer, issue and allot from time to time in one or more tranches upto an aggregate of 5,00,000 Compulsory Convertible Debenture of Rupees 200/- each on Preferential basis.**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	37	9537622	99.98	9539072	100
Voting with Dissent	1	100	66.67	1	50	33.33	150	100





**Item No. 8- Special Resolution -**

**To create, offer, issue and grant 9,98,464 equity shares through Employee Stock Option Scheme:**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	38	9537672	99.98	9539122	100
Voting with Dissent	1	100	100	0	0	0	100	100





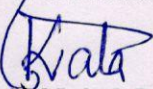
**Item No. 9- Special Resolution -**

**To grant 3,00,000 options, which exceeds 1% of issued capital of the Company to Mr. P.V. Pasupathy, President of the Company.**

Particulars	Remote E-voting			Voting By Poll			Total Voting	
	No. of Voters	No. of Shares	Percentage %	No. of Poll Papers	No. of Shares	Percentage %	No. of Shares	Percentage %
Total Vote received	11	1550	0.02	38	9537672	99.98	9539222	100
Less- Invalid votes	--	--	--	--	--	--	--	--
Net Valid Votes	11	1550	0.02	38	9537672	99.98	9539222	100
Voting with Assent	10	1450	0.02	37	9537622	99.98	9539072	100
Voting with Dissent	1	100	66.67	1	50	33.33	150	100


5. A Compact Disc (CD) containing the list 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 Jayantilal Gandhi
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary Mr. Jitendra Jayantilal Gandhi, authorized by the Board for safe keeping.

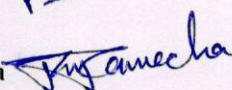
Thanking You,  
Yours Faithfully,



**KALA AGARWAL**  
Practising Company Secretary  
COP: 5356

Witnesses:

1. Ms Pooja Sanghvi 

2. Ms Pooja Pamecha 



Place: Mumbai

Date: 30<sup>th</sup> September, 2016