

Wanbury Limited

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11th July, 2018

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 524212

Dear Sir / Madam,

Sub.: Minutes of proceedings of the Postal Ballot.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith the signed scan copy of Minutes of proceedings of results of the Postal Ballot declared on 8th July, 2018.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Wanbury Limited


Jitendra J. Gandhi
Company Secretary



Encl.: a/a.

HELD AT _____ ON _____ TIME _____

MINUTES OF THE DECLARATION OF RESULTS OF POSTAL BALLOT HELD ON SUNDAY, 8TH JULY, 2018 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BSEL TECH PARK, B - WING, 10TH FLOOR, SECTOR 30-A, OPP. VASHI RAILWAY STATION, VASHI, NAVI MUMBAI - 400 703 FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 28TH MAY, 2018.

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PRESENT:

Mr. K. Chandran	-	Vice Chairman/Whole-time Director
Mr. Jitendra J. Gandhi	-	Company Secretary & Compliance Officer
Mr. Vinod Verma	-	Chief Financial Officer

The Company had at the Board Meeting through Circulation held on 28th May, 2018, decided to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the following matters:

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.
2. **Special Resolution:** To consider the ratification of the resolution passed at the 28th Annual General Meeting held on 29th 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.

The Postal Ballot Notice dated 28th May, 2018 including Postal Ballot Form and Business Reply Envelope was sent to all the Members, whose name appeared on the Register of Members as on cut-off date i.e. 1st June, 2018. For the Members whose e-mail ids were registered, the postal ballot notice was sent through electronic means and for the Members whose e-mail ids were not registered with the Company, the despatch of the physical forms alongwith business reply envelope was completed on 8th June, 2018. The Company has published the advertisement about the Completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Free Press Journal" and Marathi Newspaper "Navshakti" on 9th June, 2018.

As required under Rule 20 of the Companies (Management and Administration) Rule, 2014, the Company has made the arrangement for e-Voting facility and availed the services of Central Depository Services (India) Limited (CDSL) e-voting period commenced on 8th June, 2018 from 09:00 A.M. onwards and ends on 7th July, 2018 at 05:00 P.M.

The Members were requested to return the physical postal ballot form duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before 05:00 P.M. on 7th July, 2018. In case of e-voting, Members were requested to cast their votes electronically till 05:00 P.M. on 7th July, 2018.

The Board has appointed Ms. Kala Agarwal, Practicing Company Secretary, as the Scrutinizer for conducting Postal Ballot and e-Voting process in fair and transparent manner. The e-Voting facility offered to Members by Central Depository Services (India) Limited (CDSL). The Scrutinizer has submitted her report on 8th July, 2018 on Postal Ballot and e-Voting process.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

A brief summary of the calendar of events for voting by way of Postal Ballot was as under:

Event	Date
Date of Board Meeting for recommending the Business to be transacted by way of Postal Ballot.	28 th May, 2018
Cut-off Date for determining the names of Members, who shall be eligible to receive the Postal Ballot Notice and Forms.	1 st June, 2018
Date of Dispatch of Physical copies of Postal Ballot Notice and Form.	8 th June, 2018
Date of Dispatch of Postal Ballot Notice and Form by e-mail.	8 th June, 2018
Date of Commencement of Voting (Physical Ballot and e-voting).	8 th June, 2018
Last Date for Voting (Physical Ballot and e-voting).	7 th July, 2018
Date of Scrutinizers Report to Company Secretary.	8 th July, 2018

The Scrutinizer has carried out the scrutiny of all the Postal Ballot Forms and e-votes received up to 7th July, 2018 till 05:00 P.M. and the Scrutinizer has submitted her report dated 8th July, 2018 to the Company Secretary.

The details as summarized by the Scrutinizer in her report were as follows:

Resolution Title	FOR		AGAINST		PERCENTAGE	
	No. of Members	No. of Equity Shares	No. of Members	No. of Equity Shares	For (%)	Against (%)
To Consider and approve the Appointment of M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, as Statutory Auditors to fill casual vacancy.	50	13677873	1	100	99.99	0.00
Ratification of the Special Resolution passed at the 28 th Annual General Meeting regarding the issue / allotment of CCD's convertible into equal number of equity shares on preferential basis to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145.	49	13677858	2	115	99.99	0.00

Thereafter, Mr. K. Chandran proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

ORDINARY RESOLUTION:

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. V. PAREKH & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 107488W), MUMBAI, AS STATUTORY AUDITORS TO FILL CASUAL VACANCY:

"RESOLVED THAT pursuant to the provisions of Section 139 (8) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Jayantilal Thakkar & Co., Chartered Accountants, Mumbai who shall hold the office till the conclusion of ensuing Annual General Meeting and shall conduct the Statutory Audit for the financial year ended on 31st March, 2018 on such remuneration as may be fixed by the Board of Directors/Committee thereof as the case may be in consultation with auditors thereon plus applicable taxes and reimbursement of travel and other out-of-pocket expenses."

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.					
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	100.00	0.00
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	
	Total	874803	0	0	0	0	0	0
Public- Non Institutions	E-Voting	9315753	30653	0.33	30553	100	99.670	0.33
	Poll		0	0	0	0	0	0
	Postal Ballot	617759	6.63	617759	0	100.00	0.00	
	Total	9315753	648412	06.96	648312	100	99.99	0.02
Total		23220117	13677973	58.91	13677873	100	99.99	0.00

RESULT

The Chairman declared that pursuant to the above voting results 99.99% of votes were in favour of the resolution as set out in the Postal Ballot Notice dated 28th May, 2018 was approved and passed by the members of the Company with the overwhelming majority and last date for the receipt of the duly completed postal ballot forms and e-voting i.e. 7th July, 2018 was the date of passing of the said resolution.

Based on the above, the Ordinary resolution No. 1 has been passed with the requisite.



CHAIRMAN'S INITIALS

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SPECIAL RESOLUTION:

ITEM NO. 2: TO CONSIDER RATIFICATION OF THE SPECIAL RESOLUTION PASSED AT THE 28TH ANNUAL GENERAL MEETING REGARDING THE ISSUE/ALLOTMENT OF CCD'S CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES ON PREFERENTIAL BASIS TO M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LTD. (EARC) AS A TRUSTEE OF EARC TRUST SC 145:

The Company has passed the Special Resolution in its 28th Annual General Meeting dated 29th September, 2016 vide Resolution No. 7 for the issue/allotment of CCD'S convertible into equal number of equity shares on preferential basis to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145. However, in explanatory statement of the resolution the details of Ultimate Beneficial Owner of the allottee i.e. M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 was not mentioned as per requirement of Regulation 73(1)(e) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Company has received the In-principle Approval from BSE Limited on 13th October, 2016 vide their letter no. DCS/PREF/ST/PRE/1356/2016-17 and according to this In-principle Approval, the Company is require to disclose the details of Ultimate Beneficial Owner of the Non-Promoter allottee/s and get the same ratified by the Shareholders in their meeting. Therefore, the Company has proposed the following resolution in compliance with Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Regulations and Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations") or any other relevant authority from time to time, the Company has passed a Special Resolution on 29th September, 2016 for issuance of 5,00,000 CCD's convertible into equal number of equity shares on preferential basis to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) as a Trustee of EARC Trust SC 145 and now the resolution so passed is ratified to the extent for disclosure of details of Ultimate Beneficiary Owner under Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Ultimate Beneficial Owner is M/s. Edelweiss Financial Services Limited (EFSL which is a listed company).

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and matters as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose, including without limitation to issue clarifications on the offer, issue and allotment of the CCDs and conversion of CCDs into CCD Shares, to execute all such writings and instruments and enter into arrangement/ agreements as the Board may in its absolute discretion deem necessary or desirable for the purpose of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the CCDs, conversion of CCDs into CCD Shares and utilisation of proceeds of the CCDs, take all others steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing in the best interest of the Company and its Members.



CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

FURTHER RESOLVED THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory (ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental/statutory authorities etc. and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to the aforesaid resolution."

Resolution required: Item No. 2-Special Resolution			To consider the ratification of the resolution passed at the 28 th Annual General Meeting held on 29 th 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.					
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
	Total	13029561	13029561	100.00	13029561	0	100.000	0.00
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
	Total	874803	0	0	0	0	0	0
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	6.63	617759	0	100.00	0.00
	Total	9315753	648412	6.96	648297	115	99.98	0.02
Total		23220117	13677973	58.91	13677858	115	99.99	0.00

The Chairman declared that pursuant to the above voting results 99.99% of votes were in favour of the resolution as set out in the Postal Ballot Notice dated 28th May, 2018 was approved and passed by the members of the Company with the overwhelming majority and last date for the receipt of the duly completed postal ballot forms and e-voting i.e. 7th July, 2018 was the date of passing of the said resolution.

Based on the above, the Special resolution No. 2 has been passed with the requisite.

The Chairman also stated that the following actions will be completed within the prescribed time limits:

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
- Uploading the results of Postal Ballot on the website of the Company;
- Publication of the result of the Postal Ballot in the newspapers.

Place: Navi Mumbai
Dated: 9th July, 2018
Entered in the Minutes Book: 10th July, 2018


CHAIRMAN

CHAIRMAN'S INITIALS