

**Wanbury Limited**

Regd. Office : BSEL Tech Park, B-Wing
10th Floor, Sector-30A
Opp. Vashi Railway Station
Vashi, Navi Mumbai 400 703
Maharashtra, INDIA
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CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

30 September, 2016

To
The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

Scrip Symbol: WANBURY

Sub.: Outcome & Submission of Voting Results of the 28th Annual General Meeting (AGM) held on Thursday, 29 September, 2016.

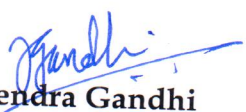
Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting result of 28th Annual General Meeting of the Company held on Thursday, 29 September, 2016.

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

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

Thanking you.

Yours faithfully,
For Wanbury Limited


Jitendra Gandhi
Company Secretary

Encl.: a/a.

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

28th Annual General Meeting of Wanbury Limited

Held on Thursday, 29th 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 28th Annual General Meeting of the Equity Shareholders of M/s. Wanbury Limited, held on, Thursday, the 29th 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, 26th September, 2016 at 09.00 a.m. to Wednesday, 28th September, 2016 till 5.00 p.m.

Further, on 29th September, 2016, at the 28th 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.

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 1st 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



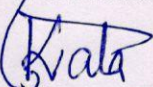
Item No. 9- Special Resolution -

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: 30th September, 2016