

**Wanbury Limited**

**Regd. Office :** BSEL Tech Park, B-wing  
10<sup>th</sup> Floor, Sector-30 A,  
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Vashi Navi Mumbai 400 703  
Maharashtra, INDIA  
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CIN L51900MH1988PLC048455  
Email : info@wanbury.com  
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11<sup>th</sup> July, 2018

To,  
The Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051.

Scrip Symbol: WANBURY

Dear Sir / Madam,

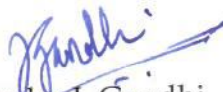
**Sub.: Minutes of proceedings of the Postal Ballot.**

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 8<sup>th</sup> 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, 8<sup>TH</sup> JULY, 2018 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BSEL TECH PARK, B - WING, 10<sup>TH</sup> 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 28<sup>TH</sup> 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 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> 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 28<sup>th</sup> 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. 1<sup>st</sup> 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 8<sup>th</sup> 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 9<sup>th</sup> 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 8<sup>th</sup> June, 2018 from 09:00 A.M. onwards and ends on 7<sup>th</sup> 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 7<sup>th</sup> July, 2018. In case of e-voting, Members were requested to cast their votes electronically till 05:00 P.M. on 7<sup>th</sup> 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 8<sup>th</sup> 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 <sup>th</sup> May, 2018 |
| Cut-off Date for determining the names of Members, who shall be eligible to receive the Postal Ballot Notice and Forms. | 1 <sup>st</sup> June, 2018 |
| Date of Dispatch of Physical copies of Postal Ballot Notice and Form.                                                   | 8 <sup>th</sup> June, 2018 |
| Date of Dispatch of Postal Ballot Notice and Form by e-mail.                                                            | 8 <sup>th</sup> June, 2018 |
| Date of Commencement of Voting (Physical Ballot and e-voting).                                                          | 8 <sup>th</sup> June, 2018 |
| Last Date for Voting (Physical Ballot and e-voting).                                                                    | 7 <sup>th</sup> July, 2018 |
| Date of Scrutinizers Report to Company Secretary.                                                                       | 8 <sup>th</sup> July, 2018 |

The Scrutinizer has carried out the scrutiny of all the Postal Ballot Forms and e-votes received up to 7<sup>th</sup> July, 2018 till 05:00 P.M. and the Scrutinizer has submitted her report dated 8<sup>th</sup> 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 (%) |
| Postal Ballot + e-voting                                                                                                                                                                                                                                                                                 |                |                      |                |                      |            |             |
| 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 <sup>th</sup> 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 31<sup>st</sup> 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:<br>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 | 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                      | 100.00                               | 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 28<sup>th</sup> 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. 7<sup>th</sup> 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

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**SPECIAL RESOLUTION:**

**ITEM NO. 2: TO CONSIDER RATIFICATION OF THE SPECIAL RESOLUTION PASSED AT THE 28<sup>TH</sup> 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 29<sup>th</sup> 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 13<sup>th</sup> 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 29<sup>th</sup> 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:<br>Item No. 2-Special Resolution                     |                |                   | To consider the ratification of the resolution passed at the 28 <sup>th</sup> Annual General Meeting held on 29 <sup>th</sup> 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 28<sup>th</sup> 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. 7<sup>th</sup> 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: 9<sup>th</sup> July, 2018

Entered in the Minutes Book: 10<sup>th</sup> July, 2018



CHAIRMAN

CHAIRMAN'S INITIALS