

**Wanbury Limited**

Regd. Office : BSEL Tech Park, B-wing
10th 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 U 51900 MH 1988 PTCO 48455
Email : info@wanbury.com
Website : www.wanbury.com

25 March, 2015

To

The BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai - 400 001

To

National Stock Exchange of India Ltd.

Exchange Plaza, Plot No. C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400 051

Sub: Outcome of Annual General Meeting

Dear Sir/Madam,

We would like to inform you that 26th Annual General Meeting of the Company was held on Monday, 23 March, 2015 at 12:00 noon at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 705.

Please find enclosed herewith details regarding the voting results pursuant to Clause 35A of the Listing Agreement as under:

S. No.	Particulars	Details
1	Date of the Annual General Meeting	23 March, 2015
2	Total number of shareholders on cutoff date i.e. 20 February, 2015	18465
3	No. of shareholders present in the meeting either in person or through proxy:	34
	Promoters and Promoter Group:	4
	Public:	30
4	No. of Shareholders attended the meeting through Video Conferencing**	Nil
	Promoters and Promoter Group:	Nil
	Public:	Nil

** The Company has not provided Video Conferencing facility.

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The mode of voting was by way of E-voting and Poll at the Annual General Meeting. The agenda wise details are enclosed herewith.

We are also enclosing Scrutinizer(s) Report on E-voting and Poll at the Annual General Meeting.

We request you to kindly take this information on your record.

Yours faithfully,

For Wanbury Limited

K Chandran

Vice Chairman

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 1: ORDINARY RESOLUTION: RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT, AND THE STATEMENT OF PROFIT AND LOSS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER, 2014 TOGETHER WITH THE DIRECTORS' REPORT AND THE AUDITORS' REPORT THEREON.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 2: ORDINARY RESOLUTION: APPOINTMENT OF A DIRECTOR IN PLACE OF MR. K. CHANDRAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 3 (A): ORDINARY RESOLUTION: APPOINTMENT OF STATUTORY AUDITORS FOR A PERIOD OF 3 (THREE) YEARS COMMENCING FROM CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF TWENTY NINTH AGM AND TO FIX THEIR REMUNERATION.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 3 (B): ORDINARY RESOLUTION: APPOINTMENT OF BRANCH AUDITORS FOR A PERIOD OF 3 (THREE) YEARS COMMENCING FROM CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF TWENTY NINTH AGM AND TO FIX THEIR REMUNERATION.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 4: ORDINARY RESOLUTION: RATIFICATION AND CONFIRMATION FOR PAYMENT OF REMUNERATION TO COST ACCOUNTANTS.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 5: ORDINARY RESOLUTION: APPOINTMENT OF MR. A. L. BONGIRWAR AS AN INDEPENDENT DIRECTOR UP TO 31 MARCH, 2019.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 6: ORDINARY RESOLUTION: APPOINTMENT OF MR. N. K. PURI AS AN INDEPENDENT DIRECTOR UP TO 31 MARCH, 2019.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 7: ORDINARY RESOLUTION: APPOINTMENT OF DR. P. L. TIWARI AS AN INDEPENDENT DIRECTOR UP TO 31 MARCH, 2019.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 8: ORDINARY RESOLUTION: APPOINTMENT OF MR. S. K. BHATTACHARYA AS AN INDEPENDENT DIRECTOR UP TO 31 MARCH, 2019.

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 9: SPECIAL RESOLUTION: CONSENT TO BORROW MONEYS UPTO RS. 1,000 CRORE (RUPEES ONE THOUSAND CRORE ONLY).

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 10: SPECIAL RESOLUTION: CONSENT TO MORTGAGE/ CHARGE/ HYPOTHECATE/ ENCUMBER ANY OF THE COMPANY'S MOVABLE AND / OR IMMOVABLE PROPERTIES WHEREVER SITUATED BOTH PRESENT AND FUTURE OR TO LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING(S) OF THE COMPANY.

Promoter/Public	No. of shares 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 Public - Institutional holders	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Promoter - Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 11: SPECIAL RESOLUTION: ISSUE AND ALLOT EQUITY SHARES UP TO AN AGGREGATE AMOUNT OF RS. 2 CRORE (RUPEES TWO CRORE ONLY) IN ONE OR MORE TRANCHES TO EXPERT CHEMICALS (I) PVT. LTD., A PROMOTER GROUP COMPANY, ON PREFERENTIAL ALLOTMENT BASIS.

Promoter/Public	No. of shares 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 Public - Institutional holders	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Promoter - Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010

WANBURY LIMITED (CIN: L51900MH1988PLC048455)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 12: SPECIAL RESOLUTION: EMPLOYEE STOCK OPTION SCHEMES

Promoter/Public	No. of shares 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	97,78,730	97,78,730	100.0000	97,78,730	-	100.0000	-
Public - Institutional holders	7,50,995	-	-	-	-	-	-
Public-Others	94,39,561	5,11,802	5.4219	5,11,697	100	99.9795	0.0195
Total	1,99,69,286	1,02,90,532	51.5318	1,02,90,427	100	99.9990	0.0010



Scrutinizer's Report

[Pursuant to Section 108 of the companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of Twenty Sixth Annual General Meeting of the members of
Wanbury Limited (the Company) to be held on Monday, 23rd day of March, 2015
at Hotel Tunga Regency, Plot No.37, Sector 30-A, Vashi, Navi Mumbai 400 705.

Dear Sir,

1. I, CS Ajit Sathe, a Company Secretary in Practice, have been appointed by the Board of Directors of **Wanbury Limited** (CIN L51900MH1988PLC048455) (the Company) vide their resolution dated 26th November, 2014, as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair & transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions No.(1) to (12) contained in the notice to the Twenty Sixth Annual General Meeting (AGM) of the members of the company, to be held on the 23rd day of March, 2015 at Hotel Tunga Regency, Plot No.37, Sector 30-A, Vashi, Navi Mumbai 400 705.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means of the resolutions contained in the Notice to the Twenty Sixth Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting purpose 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 provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. In accordance with the notice of Twenty Sixth AGM dated 23rd March, 2015 send to the shareholders and the advertisement pursuant to Rule 20 (5) of the Companies (Management and Administration) Rules, 2014, the e-voting period remained open from Tuesday, 17th March, 2015 (10.00 a.m) to Thursday, 19th March, 2015 (6.00 p.m).



- ii. The members of the Company as on the "cut-off" date i.e, 20.02.2015 were entitled to vote on the resolutions (item No.1 to 12) as set out in the notice of Twenty Sixth AGM of the company.
- iii. The votes cast were unblocked at 06.20 p.m. on 19th March, 2015 in the presence of 2 witnesses, CS Shweta More and Ms.Saroj Yadav who are not in the employment of the company. They have signed below as witness in confirmation of the votes being unblocked in their presence.
- iv. Thereafter, the details containing inter alia, list of Equity Share holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ("CDSL") i.e, "<http://www.evotingindia.co.in>" and based on such reports generated, the result of the e-voting is as under:

Item No.1 :

Ordinary Resolution for Adoption of Audited Financial Statements alongwith Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

**Item No. 2:**

Ordinary resolution for appointment of Mr.K. Chandran, Director, 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 voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

Item No.3 :

Ordinary Resolution to appoint M/s. Kapoor & Parekh Associates, Chartered Accountants, (Firm Registration No.104803W) as Statutory Auditors and fixing their remuneration and to appoint M/s. Kolath & Co., Chartered Accountants, Chennai as Branch Auditors and fixing their remuneration.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

**Item No.4 :**

Ordinary Resolution for appointment of M/s..Hemant Shah & Associates as Cost Auditors of the Company for the period ended 31.3.2015.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

Item No.5 :

Ordinary Resolution for re-appointment of Mr. A.L.Bongirwar (DIN : 00046738) as Independent Director

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

**Item No.6 :**

Ordinary Resolution for re-appointment of Mr.N.K.Puri (DIN : 00002226) as Independent Director

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

Item No.7 :

Ordinary Resolution for re-appointment of Dr.P.L. Tiwari (DIN : 00917603) as Independent Director

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

**Item No.8 :**

Ordinary Resolution for re-appointment of Mr.S.K.Bhattacharyya (DIN : 01924770) as Independent Director

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

Item No.9 :

Special Resolution for authorizing Board of Directors of the company to borrow money in excess of the aggregate of the Paid-Up Share Capital and Free Reserves of the company upto Rs.1000 Crores.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

**Item No.10 :**

Special Resolution for authorizing Board of Directors of the company to create charge, sell, lease or otherwise dispose of the whole or part of the undertaking of the Company for amount not exceeding Rs.1000 Crores.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

Item No.11 :

Special Resolution pursuant to Section 62 & all other applicable provisions, if any, of Companies Act, 2013 & Rules made thereunder to offer, issue & allot equity shares upto an aggregate amount of Rs.2 Crores on Preferential allotment basis.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil



Item No.12 :

Special Resolution for issue of shares under Employees Stock Options to employees.

(i) Voted in favour of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
3	2560	96.24%

(ii) Voted against the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (favour and against)
1	100	3.76%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Number of votes Cast by them
Nil	Nil

Thanking you

Yours faithfully

CS Ajit Sathe
Company Secretary in Practice & Scrutinizer
Membership No.: FCS 2899, CP No.738

Place : Mumbai
Date : 20th March, 2015

We, the undersigned, witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.co.in>) in our presence at 6.20 p.m. on 20th March, 2015 at the office of the Scrutinizer.

CS Shweta More
2/201, Shree Ganesh Darshan CHS Ltd
Sanpada, Sector 1,
Navi Mumbai 400 705

Place : Mumbai
Date : 20th March, 2015

Ms. Saroj Yadav
23-A, Kritika Housing Society Ltd
Shrishti Complex, Sector 5
Mira Road East
Thane 401 107



A. Y. Sathe & Co.

Company Secretaries

CS Ajit Sathe

B.COM., LL.B., FCS, AICWA

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

Twenty Sixth Annual General Meeting of the members of Wanbury Limited held on Monday, 23rd day of March, 2015 at Hotel Tunga Regency, Plot No.37, Sector 30-A, Vashi, Navi Mumbai 400 705 at 12 Noon.

Dear Sir,

I, CS Ajit Sathe, a Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Twenty Sixth Annual General Meeting of the Equity Shareholders of Wanbury Limited, held on Monday, 23rd day of March, 2015 at Hotel Tunga Regency, Plot No.37, Sector 30-A, Vashi, Navi Mumbai 400 705 at 12 noon . submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my 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 for Adoption of Audited Financial Statements alongwith Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

(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
31	10287867	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 by them
3	5



Item No. 2:

Ordinary resolution for appointment of Mr.K. Chandran, Director, 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
31	10287867	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 by them
3	5

Item No.3 :

Ordinary Resolution to appoint M/s. Kapoor & Parekh Associates, Chartered Accountants, (Firm Registration No.104803W) as Statutory Auditors and fixing their remuneration and to appoint M/s. Kolath & Co., Chartered Accountants, Chennai as Branch Auditors 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
31	10287867	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 by them
3	5



Item No.4 :

Ordinary Resolution for appointment of M/s..Hemant Shah & Associates as Cost Auditors of the Company for the period ended 31.3.2015.

(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
31	10287867	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 by them
3	5

Item No.5 :

Ordinary Resolution for re-appointment of Mr. A.L.Bongirwar (DIN : 00046738) as Independent Director

(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
31	10287867	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 by them
3	5



Item No.6 :

Ordinary Resolution for re-appointment of Mr.N.K.Puri (DIN : 00002226) as Independent Director

(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
31	10287867	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 by them
3	5

Item No.7 :

Ordinary Resolution for re-appointment of Dr.P.L. Tiwari (DIN : 00917603) as Independent Director

(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
31	10287867	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 by them
3	5



Item No.8 :

Ordinary Resolution for re-appointment of Mr.S.K.Bhattacharyya (DIN : 01924770) as Independent Director

(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
31	10287867	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 by them
3	5

Item No.9 :

Special Resolution for authorizing Board of Directors of the company to borrow money in excess of the aggregate of the Paid-Up Share Capital and Free Reserves of the company upto Rs.1000 Crores.

(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
31	10287867	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 by them
3	5



Item No.10 :

Special Resolution for authorizing Board of Directors of the company to create charge, sell, lease or otherwise dispose of the whole or part of the undertaking of the Company for amount not exceeding Rs.1000 Crores.

(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
31	10287867	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 by them
3	5

Item No.11 :

Special Resolution pursuant to Section 62 & all other applicable provisions, if any, of Companies Act, 2013 & Rules made thereunder to offer, issue & allot equity shares upto an aggregate amount of Rs.2 Crores on Preferential allotment basis.

(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
31	10287867	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 by them
3	5

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Item No.12 :

Special Resolution for issue of shares under Employees Stock Options to employees.

(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
31	10287867	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 by them
3	5

5. 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.

6. The poll papers and all other relevant records were sealed and handed over to Mr.K.Chandran, Chairman of Annual General Meeting for safe keeping.

Thanking you,

Yours faithfully

CS Ajit Sathe
Company Secretary in Practice & Scrutinizer
Membership No.: FCS 2899, CP No.738

Place: Mumbai

Dated: 24th March, 2015.