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 L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

WANBURY

3rd October, 2017

To,
Department of Corporate Services,
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,

Sub.: Submission of Annual Report for the Financial Year 2016 - 2017.

Pursuant to Regulation 34 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial year 2016-2017, approved by the shareholders of the Company at their 29th Annual General Meeting held on Friday, 29th September, 2017 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

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

Thanking you,

Yours faithfully,
For Wanbury Limited

WANBURY LIMITED

Jitendra J. Gandhi
Company Secretary

Encl.: As above.

WANBURY

Towards Better Healthcare

Annual Report

2016 - 2017

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. K. Chandran	-	Vice Chairman & Wholetime Director
Mr. N. K. Puri	-	Non-Executive Independent Director
Mr. S. K. Bhattacharya	-	Non-Executive Independent Director
Ms. Anita Belani (upto 14th February, 2017)	-	Non-Executive Independent Director
Mr. Divakar Kaza (w.e.f. 30th May, 2017)	-	Non-Executive Independent Director
Ms. Poonam Arya Bharti (w.e.f. 30th May, 2017)	-	Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Vinod Verma

COMPANY SECRETARY

Mr. Jitendra J. Gandhi

REGISTERED & HEAD OFFICE

BSEL Tech Park
B-Wing, 10th Floor, Sector 30-A,
Opp. Vashi Railway Station,
Vashi, Navi Mumbai - 400 703. India
Tel : +91-22-67942222
Fax : +91-22-67942111/333
CIN : L51900MH1988PLC048455
E-mail : shares@wanbury.com
Website: www.wanbury.com

Plants at Patalganga, Tarapur (Maharashtra) and Tanuku (Andhra Pradesh)

AUDITORS

M/s. Kapoor & Parekh Associates

Chartered Accountants, Mumbai

BANKERS/FINANCIAL INSTITUTIONS

Bank of India
Andhra Bank
EXIM Bank
Axis Bank
IDBI Bank
State Bank of Mysore
Edelwiess Asset Reconstruction Co. Ltd.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit – 1, Luthra Industrial Premises, Safed Pool,
Andheri - Kurla Road, Andheri (East),
Mumbai – 400 072. India
Telephone No.: +91-22-28516338, 28528087
Fax No.: +91-22-28512885
E-mail: sharexindia@vsnl.com

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NOTICE

Notice is hereby given that the **Twenty Ninth (29th)** Annual General Meeting of the Members of Wanbury Limited will be held on **Friday, 29th day of September, 2017 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703** to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 along with the Reports of Directors and Auditors thereon; and
   b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 along with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification (s), the following resolution as an **ORDINARY RESOLUTION** –

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification/s or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

   To adopt new set of Articles of Association of the company, to the exclusion of the existing set of Articles of Association:

   "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for adoption of the regulations contained in the new set of Articles of Association of the Company in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

   FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION** relating to the ratification of appointment and remuneration of Cost Auditor:

   To ratify the remuneration payable to M/s. Hemant Shah & Associates, Cost Auditor, for conducting cost audit for the year ending 31st March, 2018.

   "RESOLVED THAT pursuant to Section 148 (3) of the Companies Act, 2013 and Rule 6(2) of the Companies (Cost Records and Audit Rules) 2014, Mr. Manish Shukla, (Membership No. 31768), of M/s. Hemant Shah & Associates, Cost Accountant, Mumbai be and is hereby appointed as Cost Auditor for the audit of Cost Accounts maintained by the Company relating to Pharmaceutical Industry for the Financial Year ending on 31st March, 2018 as per the directions issued by the Central Government.

   FURTHER RESOLVED THAT subject to ratification of the Shareholders in the ensuing Annual General Meeting, cost audit fee of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand only) be paid to Cost Auditor, M/s. Hemant Shah & Associates, Mumbai plus out of pocket expenses and applicable taxes for the cost audit relating to Pharmaceutical Business of the Company for the Financial Year ending on 31st March, 2018.

FURTHER RESOLVED THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to upload necessary forms for the appointment of Mr. Manish Shukla, (Membership No. 31768), of M/s. Hemant Shah & Associates, Cost Accountant, Mumbai as Cost Auditor for the Financial Year ending on 31st March, 2018 with Ministry of Corporate Affairs website and also to do all such acts, deeds, things and matters as may be necessary to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

   To approve appointment of Mr. Divakar Kaza (DIN - 01307279) as Non-Executive Independent Director:

   "RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, ("the Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Divakar Kaza (DIN - 01307279), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 30th May, 2017 in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Divakar Kaza as a candidate for the office of director of the Company, alongwith requisite fees be and is hereby appointed as Non-Executive Independent Director of the Company for a term up to one year i.e. from 30th May, 2017 to 29th May, 2018 and the term shall not be subject to retirement by rotation and shall be eligible for re-appointment."

7. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

   To approve appointment of Ms. Poonam Arya Bharti (DIN - 01165995) as Non-Executive Independent Woman Director:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, ("the Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Poonam Arya Bharti (DIN - 01165995), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 30th May, 2017 in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Poonam Arya Bharti as a candidate for the office of director of the Company, alongwith requisite fees be and is hereby appointed as Non-Executive Independent Woman Director of the Company for a term up to one year i.e. from 30th May, 2017 to 29th May, 2018 and the term shall not be subject to retirement by rotation and shall be eligible for re-appointment."

Registered Office:
BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 6794 2222
Fax: 91 22 6794 2111/333
Email: shares@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

Mumbai, 30th May, 2017

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON POLL; INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10 %) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Board Resolution /authority as applicable authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item Nos. 4 to 7 herein above, is annexed hereto and forms part of this Notice.
4. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief details of the Directors seeking re-appointment/ appointment at the ensuing Annual General Meeting are given below.
5. The Register of Members and Share Transfer Books of the Company will remain closed from**, Saturday, 23rd September, 2017 to Friday, 29th September, 2017** (both days inclusive) for the purpose of Annual General Meeting.
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless Compliances by the Companies pursuant to the applicable provisions of Information Technology Act, 2000. The Members are requested to notify their e-mail addresses to Company and enable the Company to send notices, annual report and other documents through electronic mode (e-mail). The Members can notify their e-mail addresses to the Company by sending a request on e-mail ID shares@wanbury.com or by sending a letter addressed to the Company Secretary.
7. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs. Members holding shares in physical form are requested to submit their PAN to the Company.
8. The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's **Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., Unit – 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072** in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.
9. In case the mailing address mentioned on this Annual Report is without the PIN CODE, Shareholders are requested to kindly inform their PIN CODE immediately to their DP or the Company's Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., as mentioned above.
10. Members who hold Shares in Dematerialized Form are requested to write their Client ID and DP ID numbers and those who hold shares in Physical Form are requested to write their Registered Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
11. Shareholders desiring any information as regards to the Accounts of the Company are requested to write to the Company at least seven days in advance of the Annual General Meeting; so that the information to the extent practicable can be made available at the Annual General Meeting.
12. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting hall and requested to bring with them the hard copy of Annual Report.
13. Only bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the rules made thereunder final dividend for the Financial Year 2009-10 which remains unclaimed/unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government. The details of transfer of unpaid/unclaimed dividends are given in the Corporate Governance Report.

15. Facility of nomination is now available and Members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of dematerialised holdings.

16. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the business as per **Item Nos. 1 to 7** herein above, are required to be transacted by electronics means.

17. The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

18. Process and manner for Members opting for remote e - Voting is as under:

    (i) The remote e-voting period begins on **Tuesday, 26th September, 2017 at 9:00 A.M. and ends on Thursday, 28th September, 2017 at 5:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. **22nd September, 2017 (Record Date),** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    (ii) The Shareholders should log on to the e-voting website www.evotingindia.com

    (iii) Click on Shareholders / Members.

    (iv) Now Enter your User ID

        a. For CDSL: 16 digits beneficiary ID,

        b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

        c. Members holding shares in Physical Form should enter Registered Folio Number registered with the Company.

    (v) Next enter the Image Verification as displayed and Click on Login.

    (vi) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

    (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Dematerialised Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialised shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the Member ID/Regd. Folio Number in the Dividend Bank details field as mentioned in instruction (v).

    (viii) After entering these details appropriately, click on "SUBMIT" tab.

    (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the **EVSN** of **Wanbury Limited**.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

19. The persons who have acquired shares and become members of the Company after dispatch of the notice of Annual General Meeting, may obtain User ID and Password for Remote e-voting by sending request to the Company / Sharex Dynamics (India) Pvt. Ltd. either by way of a letter or by sending email to shares@wanbury.com / sharexindia@vsnl.com

20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services on all resolutions set forth in this Notice.

    The facility for voting through ballot paper,will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the Annual General Meeting, through ballot paper. Members who have cast their vote by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

    In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

21. The Members who have cast their vote by Remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

22. A Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on **22nd September, 2017 ('cut-off date').** A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the **'cut-off date only'** shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting.

23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.

24. Members are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with respective Depository Participant (if holding shares in electronic form) or the Company / Sharex Dynamic (India) Pvt. Ltd. (if holding shares in physical form). The requests to the Company / Sharex Dynamic (India) Pvt. Ltd. can either be sent by way of a letter or by sending e-mail to shares@wanbury.com / sharexindia@vsnl.com

25. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (from 10:00 A.M. to 5:00 P.M.) on all business working days except Saturday, upto and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4:

ADOPTION OF NEW SET OF ARTICLES OF ASOCIATION

The existing Articles of Association ("AOA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the coming into force of Companies Act, 2013, several regulations of AOA require alteration/ deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F as set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013.

Hence, it is considered prudent to replace the extant AOA completely with a new set of regulations.

Following are the salient features of the changes made in the new draft of AOA of the Company:

i. Existing AOA have been streamlined and aligned with the of Companies Act, 2013;

ii. The statutory provisions of the of Companies Act, 2013 which permits a Company to do some acts "if so authorized by its Articles" or provisions which require a company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included; and

iii. The entire set of extant regulations of AOA are replaced by the new AOA which are clear, crisp and concise for the ease of reading and understanding.

In terms of Section 14 of the Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office during business hours on any working day upto the date of Annual General Meeting.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested in the said resolution.

The Board recommends passing of the Special Resolution as set out in Item No. 4 of the accompanying notice for approval of the Shareholders.

ITEM NO.5:

RATIFICATION OF PAYMENT OF REMUNERATION TO COST AUDITORS:

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 30th May, 2017 the appointment of M/s. Hemant Shah & Associates, Cost Accountants, (Firm Registration No. 000394), as Cost Auditors to conduct the audit of the cost records of the Company pertaining to all applicable products and group of products manufactured by the Company for the Financial Year ending 31st March, 2018 at a remuneration of ₹ 1,75,000/- (₹ One Lakh Seventy Five Thousand only) plus service tax as may be applicable and reimbursement of actual travel and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested in the said resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying notice for approval of the Shareholders.

ITEM NO. 6:

APPOINTMENT OF MR. DIVAKAR KAZA AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Divakar Kaza (DIN - 01307279) as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 30th May, 2017.

Pursuant to the provision of Section 161 of the of Companies Act, 2013, being an Additional Director, Mr. Divakar Kaza will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Non-Executive Independent Director of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Divakar Kaza for the office of Independent Director of the Company.

Mr. Divakar Kaza is not disqualified from being appointed as a Director in terms of Section 164 of the of Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Mr. Divakar Kaza in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that he meets with the criteria of independence and possesses appropriate

skills, experience and knowledge. A copy of the draft letter for the appointment of Mr. Divakar Kaza as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office on all working days (except Saturday) between 11:00 A.M. to 1:00 P.M. upto the date of Annual General Meeting.

Keeping in view his vast expertise and knowledge in Human Resource Consultancy, it will be in the interest of the Company that Mr. Divakar Kaza is appointed as Non-Executive Independent Director.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Divakar Kaza, to whom the resolution relates, is interested or concerned in the aforesaid resolution.

This Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid resolution as set out in Item No. 6 of accompanying notice seeks approval by the Members as an Ordinary Resolution for the appointment of Mr. Divakar Kaza as Non-Executive Independent Director of the Company for a term upto one year pursuant to Section 149 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

ITEM NO. 7:

APPOINTMENT OF MS. POONAM ARYA BHARTI AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Poonam Arya Bharti (DIN - 01165995) as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 30th May, 2017.

Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Ms. Poonam Arya Bharti will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Poonam Arya Bharti for the office of Independent Director of the Company.

Ms. Poonam Arya Bharti is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Ms. Poonam Arya Bharti in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that she meets with the criteria of independence and possesses appropriate skills, experience and knowledge. A copy of the draft letter for the appointment of Ms. Poonam Arya Bharti as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office on all working days (except Saturday) between 11:00 A.M. to 1:00 P.M. upto the date of Annual General Meeting.

Keeping in view her vast expertise and knowledge in Human Resource Function, it will be in the interest of the Company that Ms. Poonam Arya Bharti is appointed as Non-Executive Independent Woman Director.

None of the Directors, Key Managerial Personnel and/or their relatives, except Ms. Poonam Arya Bharti, to whom the resolution relates, is interested or concerned in the aforesaid resolution.

This Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid resolution as set out in Item No. 7 of accompanying notice seeks approval by the Members as an Ordinary Resolution for the appointment of Ms. Poonam Arya Bharti as an Independent Director of the Company for a term upto one year pursuant to Section 149 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Registered Office:
BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 67942222
Fax: 91 22 67942111/333
Email: shares@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

Mumbai, 30th May, 2017

ANNEXURE TO NOTICE

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 with Stock Exchanges is annexed hereto:

ITEM NO. 3

Name of the Director	**Mr. K. Chandran**
Date of Birth	**1st January, 1958**
DIN	**00005868**
Qualification	**Graduate**
Expertise in Specific Area	**Pharmaceutical Industry.** **Mr. K. Chandran has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company.** **Mr. K. Chandran fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.**
Date of First Appointment on the Board of the Company	**23rd January, 2001**
No. of Shares held in the Company	**Nil**
Relationship with other Directors and Key Managerial Personnel	**N.A.**
No. of Board meetings attended during FY 2016-17	**Five (5)**
Name of the other public limited companies in which Directorship held:	**(1) Cantabria Pharma S.L., Spain** **(2) Wanbury Holdings B.V., Netherlands** **(3) Wanbury Global FZE, UAE** **(4) Ningxia Wanbury Fine Chemicals Co. Ltd., China**
Membership of Committees (M- Member) (C- Chairman)	**Wanbury Limited** **Audit Committee (M)** **Stakeholders Relationship Committee (M)** **Nomination and Remuneration Committee (M)** **Risk Management Committee (M)**
Terms and conditions of appointment	**Whole-time director, liable to retire by rotation.**

ITEM NO. 6

Name of the Director	**Mr. Divakar Kaza**
Date of Birth	**1st November, 1959**
DIN	**01307279**
Qualification	**Post Graduate in Human Relation and Labor Relation**
Expertise in Specific Area	**Pharmaceutical Industry** **Over 30 years of working experience in starting up organizations and building high performance cultures, Change Management and Restructuring, integration of new businesses and building processes for management of HR on a global basis.**
Date of First Appointment on the Board of the Company	**30th May, 2017**
No. of Shares held in the Company	**Nil**
Relationship with other Directors and Key Managerial Personnel	**N.A.**
No. of Board meetings attended during FY 2016-17	**Nil**
Name of the other public limited companies in which Directorship held:	**Nil**
Membership of Committees (M- Member) (C- Chairman)	**Wanbury Limited:** **Audit Committee (M)** **Stakeholders Relationship Committee (M)** **Nomination and Remuneration Committee (M)** **Risk Management Committee (M)**
Terms and conditions of appointment	**Independent Director.**

ITEM NO. 7

Name of the Director	**Ms. Poonam Arya Bharti**
Date of Birth	**26th November, 1970**
DIN	**01165995**
Qualification	**B.Sc, Master in Personnel Management**
Expertise in Specific Area	**Pharmaceutical Industry** **Over 21 plus years of managing Strategic and Operations aspects of Human Resources function. Have led HR teams in Pharmaceuticals, Chemical Specialty and IT Services company**.
Date of First Appointment on the Board of the Company	**30th May, 2017**
No. of Shares held in the Company	**Nil**
Relationship with other Directors and Key Managerial Personnel	**N.A.**
No. of Board meetings attended during FY 2016-17	**Nil**
Name of the other public limited companies in which Directorship held:	**Nil**
Membership of Committees (M - Member) (C- Chairman)	**Wanbury Limited:** **Audit Committee (M)** **Stakeholders Relationship Committee (M)** **Nomination and Remuneration Committee (M)** **Risk Management Committee (M)**
Terms and conditions of appointment	**Independent Director.**

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting herewith the 29th Annual Report of the business and operations alongwith Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS (STANDALONE):

The summarised financial highlights for the year under review are as under:

(₹ in Lakhs)

PARTICULARS	2016-17	2015-16
Total Revenue from operations	43,662.82	42,326.16
Other Income	774.60	140.62
Total Income	44,437.42	42,466.78
Total Expenses	44,897.74	43,170.27
Profit /(Loss) Before Tax	(460.32)	(703.49)
Less: Tax Expenses (benefits) for earlier years	44.70	-
Net Profit / (Loss) after tax	**(505.02)**	**(703.49)**

CONSOLIDATED ACCOUNTS:

The Consolidated Financial Statements of your Company for the Financial Year 2016–17 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Consolidated Financial Statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries and associate companies, as approved by the respective Board of Directors.

OPERATIONAL REVIEW / AFFAIRS OF THE COMPANY & FUTURE OUTLOOK:

The Financial Highlights are as under:

The Total Revenue for the Financial Year under review was ₹ 44,437.42 Lakhs as against ₹ 42,466.78 Lakhs in the previous year. The Total Expenditure incurred in the current financial year was ₹ 44897.74 Lakhs as against ₹ 43,170.27 Lakhs in the previous year.

The Loss after tax for the financial year under review was (₹ 505.02 Lakhs) as against a Loss after tax of (₹ 703.49 Lakhs) for the previous financial year.

SHARE CAPITAL:

During the year under review, the Company has issued & allotted 32,50,831 Equity shares at a price of ₹ 37.60/- {Face Value of ₹ 10/- and Premium of ₹ 27.60/-} per equity share on 10th February, 2017 to M/s. Expert Chemical (India) Pvt. Ltd., Promoters of the Company on preferential basis under the CDR Scheme, which results in increase in share capital of the Company i.e. 2,32,20,117 equity shares of ₹ 10/- each as on 31st March, 2017 in comparison to 1,99,69,286 Equity Shares of ₹ 10/- each as in the previous year i.e. 31st March, 2016.

The Company has issued and allotted 5,00,000 Compulsorily Convertible Debentures (CCDs) of face value of ₹ 200/- each at par aggregating ₹ 10 Crore, with each CCD convertible into equal number of equity share within a period of 18 months from the date of allotment at a conversion price of ₹ 200/- per equity share (Face Value of ₹ 10/- and Premium of ₹ 190/-) per equity share, to M/s. Edelweiss Asset Reconstruction Company Ltd. on preferential basis.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Management Discussion and Analysis (MDA), which also includes further details on the state of affairs of the Company, forms part of this Annual Report.

DIVIDEND:

As the networth of the Company is in the negative, the Board of Directors of the Company has not recommended any dividend for the Financial Year 2016-2017.

DISCLOSURE UNDER SECTION 134 (3) (j) OF THE COMPANIES ACT, 2013:

As the Company has reported a loss for the Financial Year 2016-17, no amount is available to add to the reserve. Hence, disclosure under Section 134 (3) (j) of the Companies Act, 2013 is not required.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92 of the Companies Act, 2013, extract of Annual Return of the Company in Form **MGT-9** is annexed herewith as **Annexure - I** to this Report.

DEPOSITS:

The Company has not accepted any deposits during the year under review. Further, there are no deposits which remained unpaid /unclaimed at the beginning or at the end of the year under review.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of the Company consists of the following:

Sr. No.	Name of Directors	Category
1	Mr. K. Chandran	Promoter and Executive Director
2	Mr. N. K. Puri	Non-Executive Independent Director
3	Mr. S.K. Bhattacharyya	Non-Executive Independent Director

In accordance with the provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. K. Chandran, Whole-time Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. N. K. Puri and Mr. S. K. Bhattacharyya are Independent Directors who are not liable to retire by rotation.

Ms. Anita Belani resigned as Non- Executive Independent Woman Director of the Company on 14th February, 2017. The Board places on records its sincere appreciation of the contribution made by Ms. Anita Belani as Independent Director of the Company during her tenure.

The Board has appointed Mr. Divakar Kaza (DIN - 01307279), as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors at its meeting held on 30th May, 2017, subject to the approval of Shareholders, who will hold office till the ensuing Annual General Meeting and is eligible for appointment.

The Board has appointed Ms. Poonam Arya Bharti (DIN - 01165995), as an Additional Director in the capacity of Non-Executive Independent Woman Director of the Company by the Board of Directors at its meeting held on 30th May, 2017, subject to the approval of Shareholders, who will hold office till the ensuing Annual General Meeting and is eligible for appointment.

The terms and conditions of appointment of the Independent Directors and details of the familiarization programs formulated to educate the Directors regarding their roles, rights and responsibilities in the Company and the nature of the industry in which the Company operates, the business model of the Company, etc. are placed on the website of the Company at www.wanbury.com

The notice convening the Annual General Meeting includes the proposal for appointment / re–appointment of Directors.

Other than this, no Director or Key Managerial Personnel was appointed or has resigned during the year under review.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

Five (5) Board Meetings were held during the Financial Year 2016-17. These meetings were held on 18th May 2016, 12th August 2016, 28th September 2016, 29th November 2016 and 14th February, 2017.

DECLARATION BY INDEPENDENT DIRECTORS:

Independent Directors have given declaration that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 read with the Schedules and Rules made thereunder as well as Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNUAL PERFORMANCE EVALUATION:

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other Individual Directors which includes criteria for performance evaluation of the Non-executive Directors and Executive Directors.

The Company follows the best practices prevalent in the industry with respect to evaluation of Board Members.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at www.wanbury.com.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

The Company has not given any loans, guarantee and made any investments pursuant to the provisions of Section 186 of Companies Act, 2013 during the year under review.

DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

Your Company has five foreign subsidiaries viz. Wanbury Holdings B. V. (Netherlands), Wanbury Global FZE (UAE), Ningxia Wanbury Fine Chemicals Co. Ltd. (China), Cantabria Pharma S. L. (Spain) and Laboratories Wanbury S. L. (Spain).

The accounts of Cantabria Pharma S. L. and Laboratories Wanbury S. L. are not available due to the companies being into liquidation.

The salient features of the financial statements of the subsidiaries in pursuance of Section 129 (3) of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014 are given in prescribed **Form AOC-1** attached as **Annexure - II** to this report.

The Company is not having any Holding Company or Joint Venture or any Associate Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Pursuant to the provisions of Section 188 of Companies Act, 2013, all contracts / arrangements / transactions entered into by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length basis. During the year under review, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The transactions entered into with M/s. Wanbury Infotech Private Limited, related party are in the normal course of business and on at arm's length basis. The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at www.wanbury.com.

The details, in specified format in **Form AOC-2**, of the transactions with the related parties are given in the **Annexure - III** forming part of this report.

Your Directors draw attention of the Members to **Note 46** to the financial statement which sets out Related Party disclosures.

AUDITORS' AND AUDITORS REPORT:

STATUTORY AUDITORS:

The Shareholders of the Company at their 26th Annual General Meeting held on 23rd March, 2015 had accorded their approval pursuant to the provisions of Sections 139 and other applicable provisions of Companies Act, 2013 and Rules made thereunder to appoint M/s. Kapoor & Parekh Associates, Chartered Accountants, as the Statutory Auditor of the Company for the period of three years commencing from the conclusion of 26th Annual General Meeting until the conclusion of 29th Annual General Meeting.

In view of completion of the prescribed term of M/s. Kapoor & Parekh Associates, Chartered Accountants, on the recommendation of the Audit Committee, the Board of Directors, appointed M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W), as the Statutory Auditors of the Company, for a period of five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company, subject to ratification by Members at every Annual General Meeting. Further the term of M/s. Kolath & Co., Chartered Accountants, Chennai, Branch Auditor is expiring at the ensuing Annual General Meeting and the Company does not intend to appoint any Branch Auditors.

Pursuant to the provisions of Section 139(1) and Section 141 of the Companies Act 2013, the Company has received a Certificate from M/s. Jayantilal Thakkar & Co., Chartered Accountants, certifying that if they are appointed as Auditors; their appointment would be as per the conditions prescribed by the said Sections.

The Board records its sincere appreciation for the valuable services rendered by M/s. Kapoor & Parekh Associates during its long association with the Company.

The Notes on Financial Statements referred to in the Auditors Reports are self–explanatory and do not call for any comments and explanation.

The observations made in the Standalone Auditor's Report read together with relevant notes thereon are self explanatory and explained in notes to accounts and hence do not call for any further comments under the Companies Act, 2013. Auditors' Report to the Shareholders for the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

COST AUDITOR:

Your Directors have appointed M/s. Hemant Shah & Associates, Cost Accountant as the Cost Auditor for the Financial Year 2017-18. M/s. Hemant Shah & Associates will submit the Cost Audit Report alongwith necessary annexure to the Central Government (Ministry of Corporate Affairs) in the prescribed form within specified time and at the same time forward a copy of such report to your Company.

The Cost Audit Report for the Financial Year ended 31st March, 2016 which was due for filing on 30th September, 2016 was filed with the Central Government (Ministry of Corporate Affairs) on 8th September, 2016.

As required by Section 148 of the Companies Act, 2013, necessary resolution has been included in the Notice convening the 29th Annual General Meeting, seeking ratification by Members to the appointment & remuneration proposed to be paid to the Cost Auditors for the Financial Year 2017-18.

DISCLOSURE UNDER SECTION 134 (3) (CA) READ WITH SECTION 143 (12) OF THE COMPANIES ACT, 2013:

The Auditors of the Company have not reported any instances of fraud or irregularities in the Management of the Company during the Financial Year under review.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has in place adequate internal financial control systems, commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weakness in the operations was observed. The Company has appropriate policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence of the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

M/s. Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (PWC), internal auditors of the Company monitor and evaluate the efficacy and adequacy of internal control systems in the Company. Based on the report of the Internal Auditors, respective departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Your Company has a robust financial closure self–certification mechanism wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary [FCS: 5976 and COP: 5356] to conduct the Secretarial Audit of the Company for the Financial Year ended on 31st March, 2017 (i.e. from 1st April, 2016 to 31st March, 2017). The Secretarial Audit Report in **Form MR-3** is annexed as **Annexure - IV** to this report.

The observations made in the Secretarial Audit Report are as under:

i. The Company has filed an Application with Central Government in Form MR-2 for seeking approval for payment of excess remuneration to Whole Time Director for the year ended 31 March, 2016.

ii. Only 76.79% of the Shareholding of Promoter & Promoter Group is in dematerialised form. However, as per SEBI circular No. SEBI/Cir/ISD/05/2011 & Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100 % Shareholding of Promoter & Promoter Group has to be in dematerialised form.

iii. The Company has made the violation of FEMA for its wholly owned subsidiary viz. Wanbury Global FZE, UAE.

iv. The Company has received the penalty notice from the Stock Exchange for Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e for delay in conducting the Board Meeting for the second quarter as per SEBI Circular No. CIR/CFD/CMD/12/2015 dated 30th November, 2015.

Management Response to the aforesaid observations verbatim are as under:

1. *The Company had paid excess remuneration to Mr. K. Chandran, Whole Time Director of the Company beyond the prescribed limits under Section 197 read with Schedule V of the Companies Act, 2013. The Company has received some queries from Central Government and resubmitted Form MR-2 for seeking Central Government's approval for payment of excess remuneration for the financial year ended 31st March, 2016 exceeding the limits provided in Schedule V and the approval from Central Government is awaited.*
2. *The share certificate aggregating 30,24,000 equity shares are held by M/s. Kingsbury Investment INC., Promoter Group Company of Wanbury Limited. These shares held by them are in physical mode. The Company is undertaking necessary steps to dematerialized these shares.*
3. *The Company has filed compounding application for its wholly owned subsidiary viz. Wanbury Global FZE, UAE towards FEMA violation and the same has been disposed off by Reserve Bank of India. The Company has paid necessary compounding fees towards the same and the offence has been regularised vide RBI Compounding order dated 17th April, 2017.*
4. *The Company has paid the Penalty to the Stock Exchange for Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e for delay in conducting the Board Meeting for the second quarter as per SEBI Circular No. CIR/CFD/CMD/12/2015 dated 30th November, 2015.*

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Provisions of Section 135 of the Companies Act, 2013 related with Corporate Social Responsibility are not applicable to the Company. Therefore, the Company has not constituted Corporate Social Responsibility Committee.

AUDIT COMMITTEE:

Your Company's Audit Committee has been constituted in accordance with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the year under review, four Meetings of the Audit Committee were held on 18th May 2016, 12th August 2016, 29th November 2016 & 14th February 2017 alongwith the Board Meetings.

Following are the Members of the Audit Committee:

Sr. No.	Name of Directors	Designation	Category
1.	Mr. N. K. Puri	Chairman	I & NED
2.	Mr. S. K. Bhattacharyya	Member	I & NED
3.	Ms. Anita Belani	Member (upto 14.02.2017)	I & NED
4.	Mr. Divakar Kaza	Member (w.e.f. 30.05.2017)	I & NED
5.	Ms. Poonam Arya Bharti	Member (w.e.f. 30.05.2017)	I & NED
6.	Mr. K. Chandran	Member	P & WTD

The broad terms and conditions are already given in Corporate Governance Report.

The Members are requested to refer to the same.

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Policy *inter alia* containing appointment criteria, qualifications, positive attributes, independence of Directors, removal, retirement and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

Following are the Members of the Nomination and Remuneration Committee:

Sr. No.	Name of Directors	Designation	Category
1.	Mr. N. K. Puri	Chairman	I & NED
2.	Mr. S. K. Bhattacharyya	Member	I & NED
3.	Ms. Anita Belani	Member (upto 14.02.2017)	I & NED
4.	Mr. Divakar Kaza	Member (w.e.f. 30.05.2017)	I & NED
5.	Ms. Poonam Arya Bharti	Member (w.e.f. 30.05.2017)	I & NED
6.	Mr. K. Chandran	Member	P & WTD

Nomination and Remuneration Policy is available on the website of the Company at www.wanbury.com

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Your Company Stakeholder Relationship Committee has been constituted in accordance with the Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to specifically look in to the mechanism of Redressal of grievances of Shareholders.

Following are the Members of the Stakeholder Relationship Committee:

Sr. No.	Name of Directors	Designation	Category
1.	Mr. S. K. Bhattacharyya	Chairman	I & NED
2.	Mr. N. K. Puri	Member	I & NED
3.	Ms. Anita Belani	Member (upto 14.02.2017)	I & NED
4.	Mr. Divakar Kaza	Member (w.e.f. 30.05.2017)	I & NED
5.	Ms. Poonam Arya Bharti	Member (w.e.f. 30.05.2017)	I & NED
6.	Mr. K. Chandran	Member	P & WTD

RISK MANAGEMENT COMMITTEE:

The Board of Directors of the Company has constituted Risk Management Committee to consider the potential risks of the business of the Company and to plan for the mitigation of the same.

Following are the members of the Risk Management Committee:

Sr. No.	Name of Directors	Designation	Category
1.	Mr. N. K. Puri	Chairman	I & NED
2.	Mr. S. K. Bhattacharyya	Member	I & NED
3.	Ms. Anita Belani	Member (upto 14.02.2017)	I & NED
4.	Mr. Divakar Kaza	Member (w.e.f. 30.05.2017)	I & NED
5.	Ms. Poonam Arya Bharti	Member (w.e.f. 30.05.2017)	I & NED
6.	Mr. K. Chandran	Member	P & WTD

CORPORATE GOVERNANCE:

In compliance with Regulation 34 (3) read with Schedule V (C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance forms part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of Corporate Governance as prescribed under Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Corporate Governance Report.

PARTICULARS OF EMPLOYEES:

Disclosure pertaining to the remuneration and other details as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **Annexure-V** and forms part of this Report.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the Financial Year ended 31st March, 2017 is given in a separate Annexure to this Report.

However, having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report are being sent to the Members and others entitled thereto, excluding the aforesaid information. The said information is available for inspection at the Registered Office of the Company, 21 days before the date of ensuing Annual General Meeting during the business hours on working days and any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company, pursuant to Section 177 of the Companies Act, 2013 read along with the rules made thereunder and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have established vigil mechanism for Director and Employees to report concern about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics policy. The Whistle Blower Policy is posted on the Website of the Company at www.wanbury.com.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17:

No. of complaints received : **Nil**

No. of complaints disposed off : **Nil**

EMPLOYEE STOCK OPTION SCHEME:

In compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, your Board had authorized the Nomination and Remuneration Committee to administer and implement the Company's Employees Stock Option Scheme ("WANBURY ESOP 2016") including deciding and reviewing the eligibility criteria for grant and /or issuance of stock options under the Scheme.

During the year under review, the Nomination and Remuneration Committee of the Board granted 3,00,000 stock options to Mr. P. V. Pasupathy (the eligible Employee) as per the WANBURY ESOP 2016 scheme. The said options granted got expired due to the resignation of Mr. P. V. Pasupathy as per Regulation 9 (6) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. In view of the same, 3,00,000 ESOPs which were granted to Mr. P. V. Pasupathy, President – API Business of the Company expired due to his resignation from the Company as the said options have yet not vested to him.

No employee was issued Stock Option, during the year under review equal to or exceeding 1% of the issued capital of the Company at the time of grant.

FRAUD REPORTING (REQUIRED BY COMPANIES AMENDMENT BILL, 2014):

During the year under review, there were no such instances reported by the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

As required by the Companies (Accounts) Rules, 2014 the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given in the Annexure as **Annexure -VI** forming part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of sub-section (5) of Section 134 of the Companies Act, 2013, your Directors confirm that:

i) in the preparation of the annual accounts for the Financial Year ended on 31st March, 2017 the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii) the accounting policies had been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year ended on 31st March, 2017 and of the profit and loss of the Company for that year;

iii) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the annual accounts had been prepared on a going concern basis;

v) internal financial controls, to be followed by the Company, have been laid down and these controls are adequate and were operating effectively and

vi) the Company has devised proper systems which are in place to ensure compliance with the provisions of all applicable laws which are considered adequate and are operating effectively.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincere thanks to the Bankers, Central & State Government, Customers, Suppliers, Stakeholders and Staff for their continuous co-operation and guidance and also looking forward for the same in the future.

For and on behalf of the Board of Directors

K. Chandran	**N. K. Puri**
Vice Chairman	**Director**
DIN: 00005868	**DIN: 00002226**

Mumbai, 30th May, 2017

ANNEXURE- I

FORM MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[Pursuant to section 92 of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014.]

I. REGISTRATION DETAILS:

1.	**CIN**	L51900MH1988PLC048455
2.	**Registration Date**	11.08.1988
3.	**Name of the Company**	Wanbury Limited
4.	**Category / Sub-Category of the Company**	Public Limited Company
5.	**Address of the Registered office and contact details**	BSEL Techpark, B - Wing, 10th Floor, Sector 30A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Maharashtra.
6.	**Whether listed company Yes / No**	Yes
7.	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	M/s. Sharex Dynamic (India) Pvt. Ltd Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072. Maharashtra.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Manufacturing of API & Marketing of branded Formulations	21001 & 21002	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	NIC Code of the Product/ service	CIN/GLN	Holding/ Subsidiary/ Associate	% of Share held	Applicable section
1	Wanbury Holding B.V. 1015DE, Amsterdam, Netherlands.	-	N.A.	Subsidiary	100	2(87)
2	Wanbury Global FZE (UAE) P.O. Box No. 10559, RAK Free Trade Zone, Ras AL Khaimah, United Arab Emirates.	-	N.A.	Subsidiary	100	2(87)
3	Ningxia Wanbury Fine Chemicals Co. Ltd. (China) Room No. 5-2, building no. 2, Pingxi Road, Chengguan, District - Pingluo Ningxia, China – 753 401.	-	N.A.	Subsidiary	100	2(87)
4	Cantabria Pharma S. L. (Spain) * C/ Lanzarote 13, 2ºC, San Sebastián de los Reyes, 28703 - Madrid – Spain.	-	N.A.	Subsidiary	100	2(87)
5	Laboratories Wanbury S. L. ** C/ Lanzarote 13, 2ºC, San Sebastián de los Reyes, 28703 - Madrid – Spain.	-	N.A.	Subsidiary	100	2(87)

* Cantabria Pharma S. L. (Spain) is wholly owned subsidiary of Wanbury Holdings B. V. Netherlands.

** Laboratories Wanbury S. L. (Spain) is wholly owned subsidiary of Cantabria Pharma S. L. (Spain).

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i. Category wise Share Holding:

Category of Shareholder	No. of Shares held at the end of the year, 31st March, 2016				No. of Shares held at the end of the year, 31st March, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6754730	0	6754730	33.83	10005561	-	10005561	43.09	9.26
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	**6754730**	**0**	**6754730**	**33.83**	**10005561**	**-**	**10005561**	**43.09**	**9.26**
(2) Foreign									
a) Individuals NRIs/ For Ind	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	3024000	3024000	15.14	-	3024000	3024000	13.02	-2.12
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**-**	**3024000**	**3024000**	**15.14**	**-**	**3024000**	**3024000**	**13.02**	**-2.12**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**6754730**	**3024000**	**9778730**	**48.97**	**10005561**	**3024000**	**13029561**	**56.11**	**7.14**
(B) 1. Public Shareholding									
1. Institutions									
a) Mutual Funds	66	49	115	0.00	66	49	115	0.00	0.00
b) Banks / FI	2951	521	3472	0.02	2951	521	3472	0.02	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	1	-	1	0.00	1	-	1	0.00	0.00
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	579462	-	579462	2.90	560513	-	560513	2.41	-0.49
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**582480**	**570**	**583050**	**2.92**	**563531**	**570**	**564101**	**2.43**	**-0.49**
2. Non-Institutions									
a) BODIES CORP.									
i) Indian	1434797	4746	1439543	7.21	1022743	4746	1027489	4.46	-2.78
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholder	No. of Shares held at the end of the year, 31st March, 2016				No. of Shares held at the end of the year, 31st March, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) INDIVIDUALS									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	4627733	455910	5083643	25.46	4820831	453660	5274491	22.72	-2.74
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2471477	-	2471477	12.38	2346635	-	2346635	10.11	-2.27
c) OTHERS (SPECIFY)									
a) Non Resident Indians	236019	17070	253089	1.27	624388	17070	641458	2.76	1.49
b) Overseas Corporate Bodies	-	94680	94680	0.47	-	94680	94680	0.41	-0.06
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	265074	-	265074	1.33	241702	-	241702	1.04	-0.29
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	**9035100**	**572406**	**9607506**	**48.11**	**9056299**	**570156**	**9626455**	**41.46**	**-6.65**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**9617580**	**572976**	**10190556**	**51.03**	**9619830**	**570726**	**10190556**	**43.89**	**-7.14**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**16372310**	**3596976**	**19969286**	**100.00**	**19625391**	**3594726**	**23220117**	**100.00**	**0.001**

ii. Share Holding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2016			Shareholding at the end of the year 31st March, 2017			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% Change in share holding during the year
1.	Expert Chemicals (India) Pvt. Ltd.	6754730	33.83	0	10005561	43.09	0	9.26
2.	Kingsbury Investment Inc.	3024000	15.14	0	3024000	13.02	0	-2.12

iii. Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	**M/s. Expert Chemicals (India) Pvt. Ltd.** At the beginning of the year	6754730	29.09	6754730	29.09
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease e.g. **allotment** (√) / transfer / bonus/ sweat equity etc) : 10.02.2017	3250831	14.00	3250831	14.00
	At the End of the year	10005561	43.09	10005561	43.09

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2016		Date	Increase/ Decrease in share holding	Reason	Shareholding at the end of the year 31st March, 2017	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	MAGNUM EQUIFIN PRIVATE LIMITED	500100	2.50	01-04-2016				
	-Closing Balance			31-03-2017		No Change	500100	2.15
2	PANDIAN ILANGOVAN	104602	0.52	01-04-2016				
				06-05-2016	-4	Sold	104598	0.52
				20-05-2016	-5936	Sold	98662	0.49
				10-06-2016	11474	Buy	110136	0.55
				17-06-2016	3978	Buy	114114	0.57
				30-06-2016	-4000	Sold	110114	0.55
				01-07-2016	-3000	Sold	107114	0.53
				08-07-2016	-5012	Sold	102102	0.51
				15-07-2016	-988	Sold	101114	0.51
				29-07-2016	-32000	Sold	69114	0.35
				26-08-2016	7500	Buy	76614	0.38
				02-09-2016	4000	Buy	80614	0.40
				23-09-2016	-46054	Sold	34560	0.17
				20-01-2017	-34260	Sold	300	0.00
				27-01-2017	45503	Buy	45803	0.23
				03-02-2017	54438	Buy	100241	0.50
				10-02-2017	51627	Buy	151868	0.65
				17-02-2017	229309	Buy	381177	1.64
				24-02-2017	26392	Buy	407569	1.75
				03-03-2017	57513	Buy	465082	2.00
	-Closing Balance			31-03-2017			465082	2.00
3	GENERAL INSURANCE CORPORATION OF IN	300000	1.50	01-04-2016				
				10-03-2017	-18949	Sold	281051	1.21
	-Closing Balance			31-03-2017			281051	1.21
4	LIFE INSURANCE CORPORATION OF INDIA	279462	1.40	01-04-2016				
	-Closing Balance			31-03-2017		No Change	279462	1.20

5	KANISHKA JAIN	241899	1.21	01-04-2016				
				30-09-2016	-240000	Sold	1899	0.01
				21-10-2016	240000	Buy	241899	1.21
	-Closing Balance			31-03-2017			241899	1.04
6	YELAMARTHI THIMMA RAJA	277839	1.39	01-04-2016				
				30-09-2016	-4000	Sold	273839	1.37
				07-10-2016	-1000	Sold	272839	1.37
				14-10-2016	-1000	Sold	271839	1.36
				16-12-2016	-4000	Sold	267839	1.34
				30-12-2016	-2000	Sold	265839	1.33
				06-01-2017	-6000	Sold	259839	1.30
				13-01-2017	-8000	Sold	251839	1.26
				20-01-2017	-4000	Sold	247839	1.24
				10-02-2017	-10000	Sold	237839	1.02
				17-02-2017	-2000	Sold	235839	1.02
	-Closing Balance			31-03-2017			235839	1.02
7	CHHAGANBHAI PARSOTTAMBHAI PATEL HUF .	24250	0.12	01-04-2016				
				23-09-2016	25000	Buy	49250	0.25
				30-09-2016	10000	Buy	59250	0.30
				07-10-2016	18000	Buy	77250	0.39
				06-01-2017	37849	Buy	115099	0.58
				13-01-2017	54658	Buy	169757	0.85
				20-01-2017	7700	Buy	177457	0.89
	-Closing Balance			31-03-2017			177457	0.76
8	DEEPAK K NATESAN	4500	0.02	01-04-2016				
				22-04-2016	5000	Buy	9500	0.05
				29-04-2016	3300	Buy	12800	0.06
				12-08-2016	7500	Buy	20300	0.10
				30-09-2016	5000	Buy	25300	0.13
				14-10-2016	2003	Buy	27303	0.14
				04-11-2016	47885	Buy	75188	0.38
				09-12-2016	566	Buy	75754	0.38
				16-12-2016	23462	Buy	99216	0.50
				30-12-2016	784	Buy	100000	0.50
				20-01-2017	2612	Buy	102612	0.51
				10-02-2017	11846	Buy	114458	0.49
				10-03-2017	1000	Buy	115458	0.50
	-Closing Balance			31-03-2017			115458	0.50
9	INCHEM INC	94680	0.47	01-04-2016				
	-Closing Balance			31-03-2017		No Change	94680	0.41
10	RAJESH KUMAR GUPTA	90600	0.45	01-04-2016				
				29-04-2016	-85900	Sold	4700	0.02
				30-09-2016	85900	Buy	90600	0.45
	-Closing Balance			31-03-2017			90600	0.39

11	HINA NITIN PARIKH	100100	0.50	01-04-2016				
				27-05-2016	5000	Buy	105100	0.53
				10-06-2016	-5000	Sold	100100	0.50
				12-08-2016	-1100	Sold	99000	0.50
				18-11-2016	-6500	Sold	92500	0.46
				10-02-2017	-2500	Sold	90000	0.39
				10-03-2017	-30260	Sold	59740	0.26
				17-03-2017	-9740	Sold	50000	0.22
	-Closing Balance			31-03-2017			50000	0.22
12	SHAREKHAN LIMITED	174275	0.87	01-04-2016				
				08-04-2016	-22559	Sold	151716	0.76
				15-04-2016	4903	Buy	156619	0.78
				22-04-2016	-7642	Sold	148977	0.75
				29-04-2016	6125	Buy	155102	0.78
				06-05-2016	-20	Sold	155082	0.78
				13-05-2016	4950	Buy	160032	0.80
				20-05-2016	1777	Buy	161809	0.81
				27-05-2016	-3753	Sold	158056	0.79
				03-06-2016	1421	Buy	159477	0.80
				10-06-2016	-1968	Sold	157509	0.79
				17-06-2016	-47771	Sold	109738	0.55
				24-06-2016	2018	Buy	111756	0.56
				30-06-2016	1215	Buy	112971	0.57
				01-07-2016	-338	Sold	112633	0.56
				08-07-2016	-93	Sold	112540	0.56
				15-07-2016	2962	Buy	115502	0.58
				22-07-2016	1484	Buy	116986	0.59
				29-07-2016	-3047	Sold	113939	0.57
				05-08-2016	952	Buy	114891	0.58
				12-08-2016	-865	Sold	114026	0.57
				19-08-2016	11339	Buy	125365	0.63
				26-08-2016	-1067	Sold	124298	0.62
				02-09-2016	26853	Buy	151151	0.76
				09-09-2016	-10125	Sold	141026	0.71
				16-09-2016	494	Buy	141520	0.71
				23-09-2016	-1305	Sold	140215	0.70
				30-09-2016	2760	Buy	142975	0.72
				07-10-2016	13533	Buy	156508	0.78
				14-10-2016	-16393	Sold	140115	0.70
				21-10-2016	-9855	Sold	130260	0.65
				28-10-2016	-1910	Sold	128350	0.64
				04-11-2016	-1016	Sold	127334	0.64
				11-11-2016	-1566	Sold	125768	0.63
				18-11-2016	-915	Sold	124853	0.63
				25-11-2016	5382	Buy	130235	0.65
				02-12-2016	-6397	Sold	123838	0.62
				09-12-2016	14712	Buy	138550	0.69
				16-12-2016	-14828	Sold	123722	0.62
				23-12-2016	-641	Sold	123081	0.62
				30-12-2016	2874	Buy	125955	0.63
				06-01-2017	8884	Buy	134839	0.68
				13-01-2017	846	Buy	135685	0.68
				20-01-2017	-19270	Sold	116415	0.58

				27-01-2017	-26872	Sold	89543	0.45
				03-02-2017	-10151	Sold	79392	0.40
				10-02-2017	-5781	Sold	73611	0.32
				17-02-2017	-59392	Sold	14219	0.06
				24-02-2017	25719	Buy	39938	0.17
				03-03-2017	1413	Buy	41351	0.18
				10-03-2017	-6618	Sold	34733	0.15
				17-03-2017	-10320	Sold	24413	0.11
				24-03-2017	2967	Buy	27380	0.12
	-Closing Balance			31-03-2017	7924	Buy	35304	0.15
13	TANGUTOOR UDAYA RAJ	190163	0.95	01-04-2016				
				08-07-2016	-104000	Sold	86163	0.43
				15-07-2016	-2851	Sold	83312	0.42
				22-07-2016	-7788	Sold	75524	0.38
				26-08-2016	-525	Sold	74999	0.38
				02-09-2016	-53631	Sold	21368	0.11
				09-09-2016	-15368	Sold	6000	0.03
				11-11-2016	-100	Sold	5900	0.03
	-Closing Balance			31-03-2017			5900	0.03
14	SIDBI TRUSTEE COMPANY LIMITED A/C S	282063	1.41	01-04-2016				
				07-10-2016	-7000	Sold	275063	1.38
				14-10-2016	-5040	Sold	270023	1.35
				21-10-2016	-8725	Sold	261298	1.31
				28-10-2016	-4924	Sold	256374	1.28
				04-11-2016	-10741	Sold	245633	1.23
				11-11-2016	-7104	Sold	238529	1.19
				18-11-2016	-3500	Sold	235029	1.18
				25-11-2016	-2960	Sold	232069	1.16
				02-12-2016	-9350	Sold	222719	1.12
				09-12-2016	-8000	Sold	214719	1.06
				16-12-2016	-16000	Sold	198719	0.99
				23-12-2016	-14853	Sold	183866	0.92
				30-12-2016	-26600	Sold	157266	0.79
				06-01-2017	-23000	Sold	134266	0.67
				13-01-2017	-10313	Sold	123953	0.62
				20-01-2017	-23750	Sold	100203	0.50
				27-01-2017	-11050	Sold	89153	0.45
				03-02-2017	-7774	Sold	81379	0.41
				10-02-2017	-49100	Sold	32279	0.14
				17-02-2017	-27000	Sold	5279	0.02
	-Closing Balance			24-02-2017	-5279	Sold	0	0

v. Shareholding of Directors and Key Managerial Personnel: **NIL**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	For Each of the Directors and KMP	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in Lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year as on 01.04.2016				
i) Principal Amount	387.97	27.95	-	415.92
ii) Interest due but not paid	10.37	3.29	-	13.66
iii) Interest accrued but not due	3.66	0.06	-	3.72
Total (i+ii+iii)	**402.00**	**31.30**	**-**	**433.30**
Change in Indebtedness during the financial year:				
• Addition	-	-	-	-
• Reduction	3.45	6.75	-	10.20
Net Change	-3.45	-6.75	-	-10.20
Indebtedness at the end of the financial year as on 31.03.2017				
i) Principal Amount	390.87	20.66	-	411.53
ii) Interest due but not paid	4.39	3.84	-	8.23
iii) Interest accrued but not due	3.29	0.05	-	3.34
Total (i+ii+iii)	**398.55**	**24.55**	**0.00**	**423.10**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in ₹)
		K. Chandran - WTD	-
1.	Gross salary (a) Salary as per provisions contained section 17(1) of the Income-tax Act, 1961	41,77,272	41,77,272
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify…	-	-
5.	Others, please specify	-	-
	Total (A)	**41,77,272**	**41,77,272**

*** An application has been made to the Central Government for the above mentioned remuneration, which is pending for approval and the same is recorded in the Books of accounts as recoverable.**

B. Remuneration to other Director:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount (in ₹)
1.	**Independent Director**	**N. K. Puri**	**S. K. Bhattacharyya**	**Anita Belani**	
	Fee for attending board / committee meetings	3,70,000	4,70,000	4,90,000	**13,30,000**
	Commission	-	-	-	**-**
	Others, please specify	-	-	-	**-**
	Total (1)	3,70,000	4,70,000	4,90,000	**13,30,000**
2.	**Other Non-Executive Directors**				
	Fee for attending board / committee meetings	-	-	-	**-**
	Commission	-	-	-	**-**
	Others, please specify	-	-	-	**-**
	Total (2)	-	-	-	**-**
	Total (B)=(1+2) Total Managerial Remuneration	**3,70,000**	**4,70,000**	**4,90,000**	**13,30,000**

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel					Total Amount (in ₹)
		President- API	Formulation – Director (Sales and Marketing)	CEO	Company Secretary	CFO	
		Mr. P. V. Pasupathy	Mr. Rajesh Bahal	-	Mr. Jitendra J. Gandhi	Mr. Vinod R. Verma	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,35,37,770	90,76,818	-	26,44,256	90,21,679	5,42,80,523
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission	-	-	-	-	-	-
	- as % of profit	-	-	-	-	-	-
	- others, specify…	-	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-	-
	Total (A)	**3,35,37,770**	**90,76,818**		**26,44,256**	**90,21,679**	**5,42,80,523**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delay in conducting the Board Meeting for the second quarter ended on 30.09.2016	₹ 70,000/- Paid as penalty on 30th November, 2016 for contravention of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	SEBI (Securities Exchange Board of India) /NSE (National Stock Exchange of India Limited)	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors,

K. Chandran
Vice Chairman
DIN: 00005868

N. K. Puri
Director
DIN: 00002226

Mumbai, 30th May 2017

ANNEXURE – II

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rules 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Part-"A": Subsidiaries

(Amount ₹ in Lakhs)

Sr. No.	Particulars			
1	Name of the Subsidiary	**Wanbury Holding BV**	**Wanbury Global FZE**	**Ningxia Wanbury**
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	1st April, 2016 to 31st March, 2017	1st April, 2016 to 31st March, 2017	1st April, 2016 to 31st March, 2017
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	EUR 1 EUR= ₹	AED 1 AED= ₹	CNY 1 CNY= ₹
4	Share Capital	6515.26	1322.68	5.29
5	Reserves & Surplus	(16433.83)	(1320.69)	(128.84)
6	Total Assets	124.75	2.87	0.56
7	Total Liabilities	124.75	2.87	0.56
8	Investments	0	0	0
9	Turnover	0	0	0
10	Profit before taxation	0	(0.18)	0
11	Provision for taxation	0	0	0
12	Profit after taxation	0	(0.18)	0
13	Proposed Dividend	NIL	NIL	NIL
14	% of shareholding	100	100	100

Notes:

1. Name of subsidiaries which are yet to commence operations: **NOT APPLICABLE**
2. Name of the subsidiaries which have been liquidated or sold during the year: **NOT APPLICABLE**

Part-"B": Associates and Joint Ventures: N.A.

(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

Name of Associate/ Joint Venture	Not Applicable
1. Latest audited balance Sheet Date	
2. No. Shares of Associate / Joint Ventures held by the Company on the year end	
- Amount of Investment in Associate/ Joint Venture	
- Extend of Holding %	
3. Description of how there is significant influence	
4. Reason why the associate/ joint venture is not consolidated	
5. Net-worth attributable to Shareholding as per latest audited Balance Sheet	
6. Profit/ Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

Note:

1. Name of associate or joint ventures which are yet to commence operations: **NOT APPLICABLE**
2. Names of associate or joint ventures which have been liquidated or sold during the year: **NOT APPLICABLE**

For and on behalf of the Board of Directors

K. Chandran
Vice Chairman
DIN: 00005868

N. K. Puri
Director
DIN: 00002226

Mumbai, 30th May 2017

ANNEXURE - III

FORM AOC-2

[Pursuant to clause (h) of sub – section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014].

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub – section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso:

1.	Details of contracts or arrangements or transactions not at arm's length basis.	**Not Applicable**
	a. Name (s) of the related party and nature of relationship.	
	b. Nature of contract / arrangement/ transaction.	
	c. Duration of the contract / arrangement or transaction including the value, if any.	
	d. Salient terms of the contracts or arrangements or transactions including the value, if any.	
	e. Justification for entering into such contracts or arrangement or transaction.	
	f. Date(s) of approval by the Board.	
	g. Amount paid as advance, if any.	
	h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	
2.	Details of material contracts or arrangements or transactions at arm's length basis.	
	a. Name (s) of the related party and nature of relationship.	M/s. Wanbury Infotech Private Limited
	b. Nature of contract / arrangement/ transaction.	Services provided
	c. Duration of the contract / arrangement or transaction including the value, if any.	12 Months. (i.e. from 1st April 2016 to 31st March 2017)
	d. Salient terms of the contracts or arrangements or transactions including the value, if any.	₹ 2.44 Crores
	e. Date(s) of approval by the Board, if any.	18.05.16
	f. Amount paid as advance, if any.	Nil

For and on behalf of the Board of Directors

K. Chandran
Vice Chairman
DIN: 00005868

N. K. Puri
Director
DIN: 00002226

Mumbai, 30th May 2017

ANNEXURE - IV

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
WANBURY LIMITED
BSEL Tech Park, B Wing, 10th Floor,
Sector 30-A, Opp. Vashi Railway Station,
Vashi, Navi Mumbai - 400703

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Wanbury Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31stMarch, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Wanbury Limited** for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder:

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) Other laws specifically applicable to the Company, namely:

   1. The Companies Act 2013 and Rules Made there under (in general).

   2. Maintenance of records relating to shares.

   3. Securities Contracts (Regulations) Act, 1956.

4. Industries (Development & Regulations) Act, 1951.
5. Foreign Exchange Management Act, 1999.
6. Indian Customs Act, 1962.
7. State and Central Sales Tax Act, 1956.
8. Shops and Establishment Act, 1948
9. Income Tax Act, 1961.
10. Payment of Gratuity Act, 1972.
11. Maintenance of Accounts including costs records and other relevant documents.
12. Payment of Wages Act, 1936.
13. Central Excise & Salt Act, 1944.
14. Employees State Insurance Act, 1948.
15. Provident Fund Act, 1952 & Family Pension Act, 1971
16. Payment of Bonus Act, 1965.
17. Workmen's Compensation Act, 1923.
18. Minimum Wages Act, 1948.
19. The Factories Act, 1948.
20. Industrial Disputes Act, 1947.
21. The Contract Labour (Regulation & Abolition) Act, 1970.
22. All anti-pollution measures required by relevant laws, rules and regulations.
23. Personnel Injuries (Compensation) Act, 1963.
24. Public Liability Insurance Act, 1991.
25. The Apprentices Act, 1961.
26. Equal Remuneration Act, 1976.
27. Employment Exchanges (compulsory vacation of notices) Act, 1959.
28. Maternity Benefit Act, 1961.
29. Industrial Employment (Standing orders) Act, 1946.
30. Environmental (Protection) Act, 1986.
31. The Information Technology Act, 2000.
32. The Securities & Exchange Board of India Act, 1992.
33. SEBI (Prohibition of Insider Trading) Regulations, 2015.
34. The Depositories Act, 1996.
35. SEBI (Issue of Capital &Disclosures Requirements) Regulations, 2009.
36. The IRDA Act, 1999.
37. The Competition Act, 2002.
38. Consumer Protection Act, 1986.
39. Prevention of Money Laundering Act, 2002.
40. Right to Information Act, 2005.

41. Emblems and Names (Prevention of Improper Use) Act, 1950.
42. The Trade Marks Act, 1999.
43. The Patents Act, 1970.
44. The Indian Copyright Act, 1957.
45. Pharmacy Act, 1948.
46. Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974.
47. Essential Commodities Act, 1955.
48. Food Safety and Standards Act, 2006.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Ltd. and BSE Ltd.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

i. The Company has filed an Application with Central Government in Form MR-2 for seeking approval for payment of excess remuneration to Whole Time Director for the year ended 31st March, 2016.

ii. Only 76.79% of the Shareholding of Promoter & Promoter Group is in dematerialised form. However, as per SEBI circular No. SEBI/Cir/ISD/05/2011 & Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100 % Shareholding of Promoter & Promoter Group has to be in dematerialised form.

iii. The Company has filed compounding application for its wholly owned subsidiary viz. Wanbury Global FZE, UAE towards FEMA violation and the same has been disposed off by Reserve Bank of India. The Company has paid necessary penalty towards the same and the offence has been regularised vide RBI Compounding order dated 17th April, 2017.

iv. The Company has paid the Penalty to the Stock Exchange for Non-Compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e for delay in conducting the Board Meeting for the second quarter as per SEBI Circular No. CIR/CFD/CMD/12/2015 dated 30th November, 2015.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except that casual vacancy has been caused due to resignation of Ms. Anita Belani Independent Woman Director. The Company is under process to appoint a suitable person as a Woman Director in the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the Board/Committee decisions are taken unanimously.

We further report that there are adequate systems and processes in th company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Sd/-
Ms. Kala Agarwal
Practising Company Secretary
C P No.: 5356:

Mumbai, 29th May, 2017

Note: *This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.*

'ANNEXURE - A'

To,

The Members,
WANBURY LIMITED
BSEL Tech Park, B- Wing, 10th Floor,
Sector 30-A, Opp.Vashi Railway Station,
Vashi, New Mumbai – 400703.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
Ms. Kala Agarwal
Practising Company Secretary
C P No.: 5356:

Mumbai, 29th May, 2017

ANNEXURE - V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of remuneration of Whole Time Director to the median remuneration of the employees of the Company for the Financial Year ended on 31st March, 2017 was 17.34.

The Non-Executive Directors received the sitting fees from the Company for attending each Board Meeting, Audit Committee Meeting, Stakeholders Relationship Committee Meeting of Directors.

(ii) The percentage increase in remuneration of the Company Secretary in the Financial Year 2016-17 was 20% whereas Chief Financial Officer joined during the year hence there is no increase in remuneration.

(iii) The percentage increase in the median remuneration of employees in the Financial Year 2016-17 was 2%.

(iv) The number of permanent employees on the rolls of Company were 2207.

(v) Average percentage increase already made in the salaries of all the employees other than managerial personnel in the last Financial Year i.e. 2016-17 was 5% whereas the percentage increase in the Managerial Remuneration for the same Financial Year was Nil.

(vi) It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

ANNEXURE - VI

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Details of conservation of energy, technology absorption and foreign exchange earnings & outgo pursuant to the provision of Section 134 (3) (m) of Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as under:

A) CONSERVATION OF ENERGY-

(i) the steps taken or impact on conservation of energy;

1) Vessel lamps converted from 40w normal lamps to 11 w LED lamps.
2) Plant lamps converted from 160 w normal lamps to 23 w CFL lamps.
3) Rotary switch provided for vessels lamps to cut off after visualisation immediately.
4) Street lights started conversion to LED lamps.
5) Auto sensors provided in AHU for cooling cut off to reduce power.
6) Cooling towers capacity utilisation optimised and 2 cooling towers totally stopped.
7) Two months once cleaning of condensers introduced in Brine condensers to reduce the discharge pressure of the compressor where in power reduction is obtained.
8) Periodic pressure checking of Air & Nitrogen lines to identify the leakages so that the power reduction is obtained.
9) Heat recovery from Steam blowdown for preheating the water going to Boiler
10) Air preheaters provided in the Exhaust of Boiler to increase the temp of the feed air.
11) Water preheater provided in the 3 MT boiler.
12) Condensate pump instead of regular pump installed to get hot condensate back to Boiler. Installed at 4 places i.e., 2 solvent recovery columns, 2 FBD's, MEE etc.
13) Efficiency of MEE improved where in steam requirement is reduced.
14) Vacuum efficiency & condenser efficiency increased to reduce the timecycle of water distillation wherein power reduction of vacuum pumps and reactors are obtained.
15) IPA distillation column efficiency improved to reduce the timecyle from 96 to 72 hrs where in the steam, power reduction is obtained.
16) Reflux ratio in column reduced to get more output there in steam and power reduced.

(ii) the steps taken by the company for utilising alternate sources of energy;

Coal usage totally stopped and Briquette usage being done which is obtained from Agro waste. This reduces the pollution also.

(iii) the capital investment on energy conservation equipments;

₹ 30 Lakhs.

(B) TECHNOLOGY ABSORPTION-

(i) the efforts made towards technology absorption;

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution – yield improvement in products Metformin, Sertraline and DPH. Cost reduction in Tramadol by recovering the material from unwanted isomer, Product development for reduction of failures in Sertraline.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- No imported technology

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(₹ in Lakhs)

Particulars	For the year ended on 31.03.2017	For the year ended on 31.03.2016
INCOME:		
Foreign Exchange earned by the Company:	**19,070.22**	16,770.15
FOB Value of Exports	**424.50**	447.58
Freight, Insurance etc.		
TOTAL INCOME	**19,494.72**	**17,217.73**
EXPENDITURE:		
CIF Value of Imports:		
Raw Materials [Including High Seas purchases ₹ 310.29 Lakhs] (Pr. Yr. ₹ 923.93 Lakhs]	**4,104.80**	5,102.40
Capital Goods	**71.71**	353.65
Interest	**241.80**	298.43
Commission expense	**55.90**	67.68
Legal & Professional Fees	**70.40**	66.00
Other Expenses (including traveling and business promotion)	**423.35**	274.66
TOTAL EXPENDITURE	**4967.96**	**6162.82**

For and on behalf of the Board of Directors

K. Chandran
Vice Chairman
DIN: 00005868

N. K. Puri
Director
DIN: 00002226

Mumbai, 30th May 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

GLOBAL INDUSTRY OVERVIEW

The global pharmaceutical industry is expected to continue to grow in the FY 2017-18 as well. The main driving force behind it is new clinical advancements and a growing need for medicines as the middle class is growing in developing countries and also the global population is ageing. The global drug market is expected to be worth more than USD 810 billion in FY 2017-18 and by 2022, the global pharma market could reach to the size of USD 1.1 trillion. Spending on healthcare is currently rising, and will likely to continue to do so for at least over the next 5 to 10 years.

Despite challenges around prices and economic uncertainty, the global pharmaceutical market will continue to grow M &A will be a prominent strategy, and demand will rise as healthcare programs develop around the world. Innovation and affordability are two strategies with strong potential, and drug makers will need to balance the two in order to succeed in the market.

DOMESTIC INDUSTRY OVERVIEW

Introduction:

For the Indian pharma sector, 2017 is seen as a year of hope for further growth boosted by a better US and domestic market, with many policy decisions lined up. For the Indian healthcare and pharmaceuticals sector, 2016 was a year of healthy growth driven by mergers and acquisitions, and the bouncing back of domestic market growth.

According to ministry of commerce and industry, Government of India, domestic pharmaceuticals market is the third largest in terms of volume and thirteen largest in terms of value. India is the largest provider of generic drugs globally which accounts for 20% of the global exports in terms of volume. By year 2020 India is likely to be among the top three pharmaceuticals markets in terms of growth and sixth largest market in absolute size globally. The overall market size is expected to touch $100 billion mark by year 2025. The main driving force for this rapid growth would be burgeoning middle class which will demand better health care, increase in healthcare insurance awareness, rapid urbanization and reform initiatives taken for the sector by government of India.

Government Initiatives:

As per extant policy, FDI up to 100 per cent, under the automatic route, is permitted in the pharmaceutical sector for Greenfield investment. Hundred per cent FDI is also permitted for investments in existing companies under the government approval route. The Department of Pharmaceuticals has prepared a 'Pharma Vision 2020' document for making India one of the leading destinations for end-to-end drug discovery and innovation.

In order to encourage production of drugs by indigenous industries, the 12th Five Year Plan (2012-17) has recommended capacity building of private sector to meet WHO-GMP standards and other international manufacturing standards.

Challenges facing the industry

Some of the key challenges facing the Indian Pharmaceutical Industry include:

- Complex regulatory policies
- Low R&D Productivity
- Low insurance penetration resulting in a self-pay market with considerable non-affordability and access barriers
- Heavy market fragmentation
- Debate over compulsory licensing remains a contentious issue
- Government thought process on linking patented drug prices to the country's per-capita income in relation to certain developed markets could result in delayed patented drug entry into India.

Company Overview:

(A) Domestic Formulations Business

Your Company maintains its position in the top 75 companies being currently ranked at 71 by CMarc with a growth of 11% during the recent Nov. - Feb. 2017 evaluation period over the corresponding period. In key specialties, like Gynecology and Orthopedics, it is ranked among the top 55 companies as per CMarc. Overall formulations business showed a decline of 6% in revenues. Key focus brands for the company continues to be Cpink, Coriminic, Adtrol range, Chymonac, Folinine & Productive range. Most of these brands have registered prescription growths in their Relative Participated Markets (RPM's) in the latest CMarc data release.

Your Company undertook various initiatives which would help the Formulation business grow significantly over the mid-long term. Some of the key initiatives are as follows:

Strengthen Leadership and Team Stability:

- Inducted competent leaders to manage the businesses
- Monitoring and control systems were improved to enable quick action.
- Field force training continued to be focused as a critical area to ensure an engaged field force.
- MDP [Managers Development Program] was undertaken in the division so as to build capability of managers.
- The Commercial Excellence team worked on key areas such as sales force effectiveness, robust review mechanisms, monitoring strategy execution between head office & field, and improve sales hygiene.

Robust Internal Control Systems and Processes:

Various initiatives to improve the mid/long term business health of the organization were introduced during the year including:

- The 2nd year of Inventory Module, campaign module in SFA for the field force to monitor effective utilization of the inputs for the customer & monitor the core customers in a systematic way.
- All teams stepped up the Scientific Promotion through CMEs (Continued Medical Education)/RTMs (Round Table Meetings) to engage the customers and hence increase the base.
- Price increases and pack changes were initiated to improve the profitability of the products and making patient compliance a key pull factor.

The Company continues to focus on Gynecology, Orthopedics, Gastrointestinal, Respiratory and Surgery therapeutic segments.

Some of the key brands with unique differentiation include:

- **Cpink:** An iron supplement with revolutionized IIC (Integrated Iron Complexation) technology.
- **Cpink Total:** An improved solution to cater to high risk pregnancies.
- **Adtrol Plus:** the only calcium supplement which addresses the missing link in osteoporosis that is hyperhomocysteinemia.
- **Rabiplus:** Prepared with unique optimally stabilized tri-layered enteric coated pallet technology, offers faster onset of action as compared to competitors.
- **Folinine:** Wanbury launched the concept of hyperhomocysteinemia being an independent causal factor for pregnancy complication. The product is currently ranked 1st in the respective segment
- **CalK2:** Wanbury was the first to launch this combination in India. It is the most comprehensive formula that bridges the gap in management of osteoporosis and helps to manage the underlying risk factors of osteoporosis.

Operational efficiency & Sales Hygiene Improved:

Various initiatives were undertaken to ensure that the health of the business is unaffected by unanticipated challenges:

- Converting the discount rate schemes to free goods schemes thereby reducing the overall scheme amount.
- Central compilation of the secondary sales and inventory statements that gives greater visibility of saleable stocks.
- Getting field working norms more structured and tour plans logged into the system.

(B) Active Pharmaceutical Ingredients (API) Business:

The API division has registered growth in sales in FY 17 (₹ 304 Cr) vis a vis FY16 (₹ 283 Cr). The business saw significant growth in Sertraline & Metformin Hcl for regulatory markets which has resulted in Sertraline to be second key product after Metformin within API portfolio. Cost consciousness was the theme this year along with QUALITY initiatives. Besides augmenting manpower & strengthening the QA/QC processes, the Company continued investing in capital expenditure to strengthen quality requirements for the regulated markets.

(C) Research & Development (R & D)

The Company's R & D is recognized by DSIR (Department for Scientific & Industrial Research) – India and its team of dedicated Scientists and Research Doctors are into:

- **Process Research:** APIs for Regulated Markets / Emerging Markets and Custom Synthesis
- **Pharma Research:** Development of ANDAs and finished dosages for Regulated Markets
- **NDDS:** Development of Novel platforms for Speciality Generics and IPR

Your Company's Research and development centre is situated in Mhape, Navi Mumbai and has strength of 34 dedicated scientists. They are engaged in process development in new API's, Cost improvement projects as well as to scale up of the newly developed API's in the factory.

(D) Cost Reduction Initiatives:

Over the last year your Company has extended its efforts to reduce costs as a whole to increase profits thereby increasing the cash available for investment in business and provide higher returns for the investor. The focus of the cost reduction strategy has been largely on Energy cost savings. Major energy saving areas included fuel input, boiler operation, steam transmission, lighting & power distribution, Motors & Pumps & cooling towers.

(E) Human Resource (HR) Initiatives at Wanbury

The Wanbury family consists of over 1,600 members spread across various geographic locations and functions. We as an HR showed a strategic and coherent approach in managing the talent and put an endeavour in employing people and developing their capacities, utilizing and maintaining their services. In the process we have set our focus on the following areas:

Build Talent Capability - Talent sourcing is being reinforced with an aim to bring skilled and conversant professional based on the need of the organization. Last year, we hired professionals with pertinent proficiency in Pharma and API division that enabled Wanbury to strengthen its talent base and build the culture of performance. Employees are regularly coached by leaders and professional experts in a direction that would help them to achieve their individual and business objectives.

Enhance Employee Engagement – Number of engagement initiatives aimed at build a strong functional and business teams were rolled last year. Employee Connect programs, Annual Event , Corporate Picnic was organised for all our plants & HO employees and their families. Various festivals / events were organised throughout the year.

(F) Process Improvement

To create a sustainable and healthy business it is important to have efficient and robust internal processes to support the business owners. Your Company has taken a number of steps to improve and establish best-in-class support systems.

(G) Threats, Risk and Concern

As any other business, your Company is subject to various risks and threats. The key risks/ threats are as follows:

Competition

Your Company operates in a highly competitive environment with pricing being one of the key determining factors of success. In the API business, your Company has been able to overcome this risk by influencing the prices as it is the largest manufacturer of Metformin in the world with over 30% market share. Another product Tramadol has also been in high demand especially in American markets. In the Formulations Business the Company has mitigated this risk to a very large extent by diversifying its product portfolio and launching new value added products.

Patents / IPR

The success of your Company depends largely on its ability to obtain patents, protect trade secrets and other proprietary information and operate without infringing on the proprietary rights of others. Your Company has a dedicated Research and Development team that continuously innovates and remains competitive by developing / acquiring ability to sort out simple and effective solutions to practical problems.

Regulatory

Manufacturing of pharmaceutical products is heavily regulated and controlled by regulatory and government authorities across the world. Failure to fully comply with such regulations, could lead to stringent actions from the authorities/ government.

(H) Internal Control Systems and Adequacy

Your company has made special efforts to improve its internal control systems by improving the information flow and automating the processes in support systems. Support functions are now monitored through a Quarterly Shared Services Survey for the field employees to ensure that we are able to provide the best services to our internal customers.

(I) Financial Review:

(₹ in Lakhs)

Particulars	**2016-17**	2015-16
Revenue from Operations (Net)	43,662.82	42,326.16
Other Income	774.60	140.62
Total Income	44,437.42	42,466.78
Total Expenses	44,897.74	43,170.27
Profit (Loss) before tax	(460.32)	(703.49)
Tax Expenses (benefits) for earlier years	44.70	-
Profit (Loss) after tax	(505.02)	(703.49)

Your Company has generated Net Revenue from operations of ₹ 43,662.82 Lakhs as against ₹ 42,326.16 Lakhs in the previous year. The Loss after tax for the financial year under review was ₹ (505.02) Lakhs as against a Loss of ₹ (703.49 Lakhs) in the previous financial year.

(J) Cautionary Statement:

Statements in the "Management Discussion and Analysis" describing the Company's objectives, estimates, expectations or projections may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations, include Government regulations, patent laws, tax regimes, economic developments within India and countries in which the Company conducts business, litigation and other allied factors.

For and on behalf of the Board of Directors

K. Chandran
Vice chairman
DIN: 00005868

N. K. Puri
Director
DIN: 00002226

Mumbai, 30th May, 2017

CORPORATE GOVERNANCE REPORT

(1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Your Company believes in and practices good corporate governance. Your Company's philosophy of Corporate Governance envisages attainment of the transparency, accountability and equity in all its dealings with all stakeholders. As a Public Listed Company, your Company is committed to complete, accurate and timely disclosure in reports and documents that it files with regulatory authorities.

Your Company is fully compliant with all the mandatory provisions of Regulation 72 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of Listing Agreement of Stock Exchanges).

The details of Compliances are as follows:

(2) BOARD OF DIRECTORS:

The composition of the Board, Category of the Directors and Number of Directorship & Membership / Chairmanship of Committees in other companies are as under:

Name of the Directors	Category **	Age (in years)	No. of Other Directorship(s) Held *	No. of Committee Position Held in all Companies#	
				Member	Chairperson
Mr. K. Chandran	P&WTD	59	Nil	Nil	Nil
Mr. N. K. Puri	I & NED	74	Nil	Nil	Nil
Mr. S. K. Bhattacharyya	I & NED	67	6	2	2
Ms. Anita Belani (upto 14.02.2017)	I & NED	53	3	1	Nil

* Excluding Directorship in private limited and foreign companies.

** P – Promoter, WTD - Whole-time Director, I – Independent NED - Non-Executive Director.

\# includes only Audit Committee & Stakeholders Relationship Committee (earlier known as Investor Grievance Committee).

Disclosure of relationship between Directors Inter-se:

None of the Directors of the Board is a member of more than 10 Committees and no Director is Chairman/Chairperson of more than 5 Committees across all public limited companies in which he/she is a Director.

The Board/Committee Meetings are scheduled well in advance after considering availability of all the Board Members. The Notice and Agenda papers of each Board/Committee Meeting are given to each Director well in advance. All the items on the Agenda are accompanied by Notes/Memorandum to the Board giving comprehensive information on the related subject. Detailed presentations are made at the Board/Committee Meetings in relation to the matters like Financial/ Business Plans, Financial Results, etc. The Board/Committee Members are free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

The Board Meeting is scheduled at least once in a quarter to consider the quarterly performance and the financial results. The Minutes of the Board/Committee Meetings are circulated on conclusion of the Board/Committee Meeting to the Board/ Committee Members for their comments and confirmed at the subsequent meeting.

During the year under review i.e. from 1st April 2016 to 31st March 2017, Five (5) Board Meetings were held on 18th May 2016, 12th August 2016, 29th September 2016, 29th November 2016 and 14th February 2017. The gap between two Board Meetings has not exceeded more than 120 days.

Directors Attendance Record:

Name of Directors	No. of Board Meetings attended during the year	Whether last AGM attended
Mr. K. Chandran	5	YES
Mr. N. K. Puri	4	YES
Mr. S. K. Bhattacharyya	5	YES
Ms. Anita Belani (upto 14.02.2017)	4	YES

(3) BOARD COMMITTEES:

At present, the Board has five committees namely the Audit Committee, the Stakeholders Relationship Committee, the Nomination & Remuneration Committee, the Risk Management Committee and the Day to Day Affairs Committee.

(A) AUDIT COMMITTEE:

Your Company's Audit Committee has been constituted in accordance with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of Listing Agreement) and Section 177 of the Companies Act, 2013.

During the year under review, Four (4) meetings of the Audit Committee were held on 18th May 2016, 12th August 2016, 29th November 2016 and 14th February 2017. The gap between two Audit Meetings has not exceeded more than 120 days.

The Audit Committee comprises of below mentioned directors and their attendance was as under:

Name of Directors	Designation	Category	No. of Meetings Attended
Mr. N. K. Puri	Chairman	I & NED	3
Mr. S. K. Bhattacharyya	Member	I & NED	4
Ms. Anita Belani (upto 14.02.2017)	Member	I & NED	3
Mr. K. Chandran	Member	P & WTD	4

Mr. Vinod Verma acts as Chief Financial Officer of the Audit Committee Meeting.

Mr. Jitendra J. Gandhi acts as a Secretary of the Audit Committee meeting.

All Members are financially literate and have expertise in accounting and related financial management field.

Terms of Reference:

The terms of reference to the Audit Committee include:

(I) Powers of Audit Committee:

The Audit Committee shall have, *inter alia*, following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

(II) Role of Audit Committee

The role of the Audit Committee shall, *inter alia*, include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval for payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management
   d. Significant adjustments made in the financial statements arising out of audit findings
   e. Compliance with listing and other legal requirements relating to financial statements
   f. Disclosure of any related party transactions
   g. Qualifications in the draft audit report

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(III) Review of information by Audit Committee

The Audit Committee shall mandatorily review, *inter alia,* the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the Management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

(B) NOMINATION AND REMUNERATION COMMITTEE:

Your Company's Nomination & Remuneration Committee has been constituted in accordance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of Listing Agreement) and Section 178 of the Companies Act, 2013. The Committee consists of 3 Directors. The Chairperson of the Committee is an Independent Director. Mr. Jitendra J. Gandhi acts as Company Secretary of the meeting.

During the year under review, Four (4) meetings of the Nomination & Remuneration Committee were held on 18th May 2016, 12th August 2016, 29th November 2016 and 14th February 2017.

The attendance records of the Members at the meeting are as under:

Name of Director	Designation	Category	No. of Meetings Attended
Ms. Anita Belani (upto 14.02.2017)	Chairperson	I & NED	3
Mr. N. K. Puri	Member	I & NED	3
Mr. S. K. Bhattacharyya	Member	I & NED	4

The terms of reference:

(a) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

(b) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

(c) The Committee shall, while formulating the policy shall ensure that:

(i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Company has instituted Employee Stock Option Scheme 2016 ("Wanbury ESOP 2016") during the year which was approved by the shareholders vide their resolution dated 29th September, 2016. The Board of Directors of the Company had granted 3,00,000 option to employee pursuant to the ESOP 2016 on 29th November 2016. Each option entitles an employee to subscribe to one equity share of the Company at an exercise price of ₹ 10/- per share. Further, all the options granted have lapsed during the year due to the resignation of employee.

Remuneration to Executive Director/s:

Payment of remuneration to executive director is governed by the agreement executed between Mr. K. Chandran, WTD and the Company subject to the provisions of Schedule V of the Companies Act, 2013 for the Financial Year ended 31st March 2017.

Payments of Remuneration:

(₹ in Lakhs)

Name of Director	Salary & Perquisites	Performance Linked Bonus	Total	Service Tenure
Mr. K. Chandran	Nil	Nil	Nil	Upto 31st August 2019

Excess Remuneration amounting to ₹ 41.77 Lakhs for the FY 2016 - 17 is shown as recoverable under "Short Term Loans & Advances" in the Financial Statement

Remuneration to Non Executive Directors:

The Fees paid to Non-Executive Directors for attending Meetings of Board of Directors as well as Committees of the Board as decided by the Board are within the limits prescribed by the Companies Act, 2013.

The sitting fees paid to Non-executive Directors for the year under review is as under:

Sitting Fees paid:

Name of Non-Executive Director	Sitting Fee (₹)
Mr. N. K. Puri	3,70,000
Mr. S. K. Bhattacharyya	4,70,000
Ms. Anita Belani	4,90,000

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE:

Your Company's Stakeholders Relationship Committee (earlier known as Investors' Grievance Committee) has been constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of Listing Agreement) and Section 178 of the Companies Act, 2013. The Committee consists of 4 Directors. The Chairman of the Committee is an Independent Director.

Mr. Vinod Verma acts as Chief Financial Officer of the Meeting.

Mr. Jitendra J. Gandhi acts as Company Secretary of the meeting.

During the year under review, Four (4) meetings of the Stakeholders Relationship Committee were held on 18th May 2016, 12th August 2016, 29th November 2016 and 14th February 2017.

The attendance records of the Members at the meeting are as under:

Name of Directors	Designation	Category	No. of Meetings Attended
Mr. S. K. Bhattacharyya	Chairman	I & NED	4
Mr. N. K. Puri	Member	I & NED	3
Ms. Anita Belani (upto 14.02.2017)	Member	I & NED	3
Mr. K. Chandran	Member	P & WTD	4

Total 7 complaints received and replied to the satisfaction of shareholders during the year under review. No complaint and no share transfer request were pending at the beginning of the year i.e. on 1st April 2016 and at the end of the year i.e. 31st March 2017.

(D) RISK MANAGEMENT COMMITTEE:

Risk Management Committee (earlier known as Risk Committee) has been formed by the Board of Directors of the Company to consider the potential risks of the business of the Company and to plan for the mitigation of the same. The Committee did not meet during the year under review. Following are the Members of Risk Management Committee:

Name of Director	Designation	Category
Mr. N. K. Puri	Chairman	I & NED
Mr. S. K. Bhattacharyya	Member	I & NED
Ms. Anita Belani (upto 14.02.2017)	Member	I & NED
Mr. K. Chandran	Member	P&WTD

(E) DAY TO DAY AFFAIRS COMMITTEE:

The Day to Day Affairs Committee comprises of following Members:

Name of Director	Designation
Mr. K. Chandran	Chairman
Mr. P. V. Pasupathy (upto 01.12.2016)	Member
Dr. Ramachandra G. Naik (appointed on 30.01.2017 & resigned on 17.03.2017)	Member
Mr. Rajesh Bahal	Member
Mr. Vinod Verma	Member
Mr. Jitendra J. Gandhi	Member

The Day to Day Affairs Committee meets to take decisions on the matters delegated by the Board of Directors. During the year under review, Sixteen (16) meetings of the Day To Day Affairs Committee were held on 15th April 2016, 13th May 2016, 24th May 2016, 7th July 2016, 27th July 2016, 5th August 2016, 17th August 2016, 25th August 2016, 16th November 2016, 6th December 2016, 9th December 2016, 5th January 2017, 20th January 2017, 10th February 2017, 8th March 2017 & 31st March, 2017.

At present the Day to Day Affairs Committee has been authorised by the Board of Directors to consider following matters:

1. To take the decisions relating to the Bank Accounts i.e. opening of account, closing of account, availing any facility (internet banking, at par facility) etc.
2. To revise the authorisation for mode of operations of the Bank Accounts of the Company as per requirements from time to time.
3. To undertake borrowings and give guarantees within CDR Mechanism not exceeding ₹ 5 Crore and decide the terms & conditions of such borrowings and guarantees.
4. To take record of the Share Transfer Committee Minutes.
5. Giving Power of Attorney to the personnel of the Company to deal with the Government Authorities / Semi Government Authorities and private bodies including Income Tax Department, Excise Department, Sales Tax Department, Custom Department, Court Matters, Company Law Matters, Maharashtra Industrial Development Corporation and Maharashtra Pollution control Board.
6. To appoint C&F Agent, Selling Agent, Purchasing Agent, Distributor on Consignment Basis (DCBs), Transport Agent, Warehouse Agent, and other agents relating to the operations of the Company.
7. To authorize the persons to represent the Company as Member in the general meeting of the other company, in which the Company is Member.
8. To obtain manufacturing license or any other license on loan license basis or any other basis.
9. To open the offices, branch offices, warehouses of the Company in any part of India;
10. To enter into warehousing and logistic arrangements for the requirements of the Company.
11. To give authorisation for filing of applications, forms or other documents for obtaining registration, licenses, permission from any authority to carry on the existing business of the Company in any part of India and to represent before such authorities on behalf of the Company.
12. To give authorisation to apply, file and avail the services / connectivity of any services for offices, stores or other places of the Company.
13. To issue and allot equity shares of the Company upon conversion request received from FCCB Holders.
14. To issue & allot securities of the Company.
15. To issue & allot equity shares of the Company to the OFCD Holders as and when the OFCD holders exercise conversion option.
16. To issue & allot equity shares of the Company to the Warrant Holders as and when the Warrant Holders exercise conversion option.

17. To allow companies whether already incorporated or to be incorporated to use "Wanbury" word in their name and also to use logo of the Company.
18. To take properties on lease, leave & license or otherwise in the normal and ordinary course of business of the Company with total lease commitment not exceeding a limit of ₹ 1 Crore.
19. To give the authority to any person to enter into any service related agreement e.g. housekeeping, repair & maintenance, security etc. for office, stores and other places of the Company.
20. To give authorisation to any persons to sign & file returns, forms and other documents with government and statutory authorities in compliance with any statute applicable to the Company from time to time.
21. To file the suits, appeals, petitions, affidavits etc. before any court or authority on behalf of the Company on any matter except for any initiation or settlement of any litigation, arbitration, proceedings or claims which, in the opinion of the Investor, is material in the context of the business in each case not in excess of ₹ 50 Lakhs.
22. To defend the suits, legal proceedings etc. against the Company on behalf of the Company and to appoint any attorney/counsel/advocate etc. to appear before any court or authority on behalf of the Company.
23. To take any other decision on any matter to be arrived in day to day business activities of the Company.

INDEPENDENT DIRECTORS MEETING:

Schedule IV of the Companies Act, 2013 and the Rules made thereunder mandates that the Independent Directors of the Company hold at least one meeting in a year without the attendance of non-independent directors and Members of the Management. It is recommended that all the Independent Directors of the Company be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the Board as a whole as well as the performance of the Chairman of the Board taking into account the views of the executive directors and non-executive directors, assess the quality, quantity and timeliness of the flow of information between the Management and the Board that is necessary for it to effectively and reasonably perform its duties.

At such meetings, the independent directors discuss, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, strategy, leadership, strengths & weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the Board including the Chairman.

Following are the Members of Independent Directors meeting:

Name of Director	Category
Mr. N. K. Puri	I & NED
Mr. S. K. Bhattacharyya	I & NED
Ms. Anita Belani (upto 14.02.2017)	I & NED

During the year under review, one meeting of Independent Directors was held on 14th February 2017 in compliance with the requirements of Schedule IV of the Companies Act, 2013. Following items were considered at the said meeting:

a. Presentation on familiarising the Independent Directors with operations of the Company;
b. Performance review of Non-Independent Directors, Board as a whole and Chairman of the Company;
c. Assess the quality, quantity and timeliness of flow of information between Company Management and the Board.

All the Independent Directors were present at the meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (7) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had issued formal letter of appointment to all Independent Directors alongwith terms and conditions and the draft of the same is placed on the website of the Company.

The details of the familiarisation program of Independent Directors have been put on the website of the Company.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same is available on Company's website.

The Company has adopted a Whistle Blower Policy and the same is available on Company's website.

The Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (earlier Clause 49 of Listing Agreement of Stock Exchanges) mandates the Company to familiarise the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes. The details of familiarisation programs imparted to the Independent Directors by the company is placed on the Company's website, the web link of the same is:

http://www.wanbury.com/investorrelsl/policies/Familiarisation%20Programme%20for%20Independent%20Directors.pdf

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in order to regulate, monitor and control trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of Unpublished Price Sensitive Information (UPSI) in relation to the Company and during the period when the trading window is closed. The Company Secretary is responsible for implementation of the Code.

(4) GENERAL BODY MEETING:

(a) Details of last three Annual General Meetings are as under:

Financial Year	Date	Time	Venue
2015-16	29th September 2016	11:30 A.M.	Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.
2014-15	28th September 2015	11:30 A.M.	Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.
2013-14	23rd March 2015	12:00 Noon	Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

(b) Postal Ballot:

During the year under review, the Company has not passed any resolution through Postal Ballot.

(c) Special Resolutions passed in the Last Three Annual General Meetings:

The Company has passed below mentioned special resolutions in the last three Annual General Meetings (AGM):

Sr. No.	Date of AGM	Subject matter
01	29th September 2016	Appointment and payment of remuneration to Mr. K. Chandran, Whole-Time Director of the Company.
02	29th September 2016	Issue of equity shares on preferential basis to M/s. Expert Chemicals (India) Pvt. Ltd., Promoters of the Company under CDR Scheme.
03	29th September 2016	Issue/Allotment of CCD's convertible into equal number of equity shares on preferential basis to Edelweiss Asset Reconstruction Company Limited (EARC).
04	29th September 2016	Issue of Stock Options under Employee Stock Option Plan 2016.
05	29th September 2016	Issue of 3,00,000 Options, to Mr. P. V. Pasupathy, being the President of the Company exceeding 1% of the paid-up/issued capital.
06	28th September 2015	Revision in remuneration of Mr. K. Chandran, Whole time Director of the Company.
07	23rd March 2015	Consent to borrow moneys upto ₹ 1,000 Crore (₹ One Thousand Crore only).
08	23rd March 2015	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.
09	23rd March 2015	Issue and allot Equity Shares up to an aggregate amount of ₹ 2 Crore (₹ Two Crore Only) in one or more tranches to Expert Chemicals (India) Pvt. Ltd., a Promoter Group Company, on preferential allotment basis.
10	23rd March 2015	Employee Stock Option Scheme.

(d) Subsidiary Companies:

Audited Annual Financial Statements of Subsidiary Companies are tabled at the Audit Committee and Board Meetings.

The Company does not have material non listed Indian Subsidiary. However, the Company has below mentioned 5 foreign subsidiaries:

(i) Wanbury Holdings B. V., Netherlands;

(ii) Cantabria Pharma S. L., Spain; # (under liquidation)

(iii) Laboratories Wanbury S. L., Spain; *

(iv) Wanbury Global FZE, Ras Al Khaimah, UAE.

(v) Ningxia Wanbury Fine Chemicals Co. Ltd., China;

Subsidiary of Wanbury Holdings B. V, Netherlands

* Subsidiary of Cantabria Pharma S. L., Spain

The Policy on material subsidiaries is placed on Company's website.

(e) Means of Communication:

The Quarterly (un-audited financial result) and Annual Audited Financial Result of the Company are submitted through e-mail & fax to the Stock Exchanges immediately after approval of the Board, pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same results are published in Newspapers in accordance with the provisions of Listing Regulations with Stock Exchanges and also posted on the Website of the Company (www.wanbury.com).

(5) GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting:

Day & Date : **Friday, 29th September 2017**

Time : **11:30 A.M.**

Place/Venue : **Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.**

(b) Financial Calendar:

For quarter ending on 30th June 2017	Unaudited Financial Results will be declared within 75 days from the end of the quarter.
For quarter ending on 30th September 2017	Unaudited Financial Result will be declared within 75 days from the end of the quarter.
For quarter ending on 31st December 2017	Unaudited Financial Result will be declared within 45 days from the end of the quarter.
For quarter ending on 31st March 2018	Audited Financial Result will be declared within 60 days from the end of Financial year 2017-18.
Annual General Meeting for the Financial Year ending on 31st March 2018	On or before 30 September 2018.

(c) Book Closure:

The Share Transfer Books and the Register of Members will remain closed from **Saturday, 23rd September 2017 to Friday, 29th September 2017** (both days inclusive) for the purpose of Annual General Meeting.

d) Listing on Stock Exchanges & Stock Codes:

Equity Shares of the Company are listed on BSE Limited (BSE), Mumbai & National Stock Exchange of India Limited (NSE), Mumbai.

The Scrip Code/Symbol on BSE is 524212 and on NSE is WANBURY.

The ISIN Number of Company is "INE107F01022".

Global Depository Receipts (GDRs) & Foreign Currency Convertible Bonds (FCCBs) issued by the Company are listed on Luxembourg Stock Exchange. One GDR represents 3 underlying Equity Shares of the Company.

The Scrip Code for GDRs is "WANBURY GDR ne".

The Company has paid listing fees to BSE Ltd. & National Stock Exchange of India Ltd. for the Financial Year 2017-18.

The Company has paid custody fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the Financial Year 2017-18.

(e) Corporate Identity Number (CIN):

CIN of the Company allotted by the Ministry of Corporate Affairs, Government of India is **L51900MH1988PLC048455**.

(f) Equity History:

Equity Shares of the Company of face value of ₹ 10/- each have been issued as under:

Particular	No. of Equity Shares Allotted	Cumulative Total	Date of Allotment
Upon amalgamation (Refer Note 1)	94,86,358	94,86,358	15th October 2004
GDR Issue (Refer Note 2)	32,61,000	1,27,47,358	3rd October 2005
Merger (Refer Note 3)	64,668	1,28,12,026	2nd June 2007
Merger (Refer Note 3)	5,62,618	1,33,74,644	27th June 2007
FCCB Conversion	2,06,674	1,35,81,318	3rd September 2007
FCCB Conversion	95,070	1,36,76,388	1st November 2007
FCCB Conversion	1,03,337	1,37,79,725	13th December 2007
FCCB Conversion	1,24,004	1,39,03,729	16th January 2008
Merger (Refer Note 4)	7,85,557	1,46,89,286	17th March 2008
Preferential Allotment (Refer Note 5)	26,90,000	1,73,79,286	30th March 2012
Preferential Allotment (Refer Note 6)	25,90,000	1,99,69,286	5th August 2013
Preferential Allotment (Refer Note 7)	32,50,831	2,32,20,117	10th February 2017

Note 1: Amalgamation of Wander Private Limited with Pearl Organics Limited, whose name was changed to Wanbury Limited.

Note 2: The Company had issued 32,61,000 Equity Shares of face value of ₹ 10/- each, the Global Depository Receipt Holders. {Distinctive Numbers from 09486359 to 12747358}.

Note 3: The Board for Industrial and Financial Reconstruction (BIFR) had approved the merger of the Pharmaceutical Products of India Limited (PPIL) with the Company vide its Order dated 24th April 2007. As per the Order of BIFR 64,668 Equity Shares of face value of ₹ 10/- each had been issued to the Secured Creditors of erstwhile PPIL and 5,62,618 Equity Shares of face value of ₹ 10/- each had been issued to the Equity Shareholders of erstwhile PPIL. The Hon'ble Supreme Court vide its order dated 16th May 2008 has set aside the above referred BIFR order and remitted the matter back to BIFR for considering afresh as per the provisions of SICA, 1985 in response to a petition filed by one of the unsecured creditors of erstwhile PPIL. There has since been no further development in the matter.

Note 4: The Board for Industrial and Financial Reconstruction (BIFR) had approved the merger of Doctors Organic Chemical Limited (DOCL) with the Company vide its Order dated 30th April 2007. As per the Order of BIFR 7,85,557 Equity Shares of face value of ₹ 10/- each had been issued to the Equity Shareholders of erstwhile DOCL.

Note 5: The Corporate Debt Restructuring proposal of the Company has been approved by Corporate Debt Restructuring Cell vide its letter dated 23rd May 2011. Pursuant to the provisions of Corporate Debt Restructuring Scheme, the Company has on 30th March 2012 allotted 26,90,000 (Twenty Six Lac Ninety Thousand) Equity Shares at a price of ₹ 37.50 (₹ Thirty Seven and Paisa Fifty only) {Face Value ₹ 10/- and Premium ₹ 27.50/-} per equity share to Expert Chemicals (India) Pvt. Ltd., a Promoter Group Company.

Note 6: The Corporate Debt Restructuring proposal of the Company has been approved by Corporate Debt Restructuring Cell vide its letter dated 23rd May 2011. Pursuant to the provisions of Corporate Debt Restructuring Scheme, the Company has on 5th August 2013 allotted 25,90,000 (Twenty Five Lac Ninety Thousand) Equity Shares at a price of ₹ 37.50 (₹ Thirty Seven and Paisa Fifty only) {Face Value ₹ 10/- and Premium ₹ 27.50/-} per equity share to Expert Chemicals (India) Pvt. Ltd., a Promoter Group Company.

Note 7: The Corporate Debt Restructuring proposal of the Company has been approved by Corporate Debt Restructuring Cell vide its letter dated 23rd May 2011. Pursuant to the provisions of Corporate Debt Restructuring Scheme, the Company has on 10th February 2017 allotted 32,50,831 (Thirty Two Lakhs Fifty Thousand Eight Hundred Thirty One) Equity Shares at a price of ₹ 37.60 (₹ Thirty Seven and Paisa Sixty only) {Face Value ₹ 10/- and Premium ₹ 27.60/-} per equity share to M/s. Expert Chemicals (India) Pvt. Ltd., a Promoter Group Company.

(g) Stock Data:

Monthly Volume and High, Low & Close of Market price of Company's Equity Shares traded on the BSE Limited, Mumbai during the year ended on 31st March 2017 were as under:

Month	High (₹)	Low (₹)	Close (₹)	BSE Sensex Close	Volume (No. of Shares)
April 2016	57.50	43.85	51.05	25,606.62	1,30,635
May 2016	52.70	37.50	38.50	26,667.96	1,91,018
June 2016	46.60	38.20	39.20	26,999.72	1,71,648
July 2016	44.75	39.00	42.75	28,051.86	2,45,480
August 2016	51.10	39.65	45.65	28,452.17	2,80,966
September 2016	48.50	42.60	44.90	27,865.96	2,21,578
October 2016	59.95	47.10	50.45	27,930.21	3,87,876
November 2016	49.80	36.15	41.55	26,652.81	2,92,513
December 2016	65.40	43.60	61.85	26,626.46	7,42,643
January 2017	67.20	57.70	61.40	27,655.96	6,16,692
February 2017	75.95	57.40	60.15	28,743.32	8,15,627
March 2017	60.95	50.25	57.45	29,585.85	3,85,486

Source: BSE Website

Monthly Volume and High, Low & Close of Market price of Company's Equity Shares traded on the National Stock Exchange of India Limited, Mumbai during the period ended on 31st March, 2017 were as under:

Month	High (₹)	Low (₹)	Close (₹)	S & P CNX Nifty Close	Volume (No. of Shares)
April 2016	57.70	44.30	51.95	7,849.80	1,00,028
May 2016	53.00	37.00	39.00	8,160.10	1,77,150
June 2016	45.90	37.80	38.80	8,287.75	1,75,533
July 2016	44.70	38.65	42.15	8,638.50	1,98,603
August 2016	53.20	39.85	46.00	8,786.20	4,13,029
September 2016	49.00	42.65	45.75	8,611.15	2,70,058
October 2016	60.35	47.20	50.95	8,625.70	6,03,998
November 2016	50.00	36.40	41.50	8,224.50	2,68,885
December 2016	65.45	43.55	61.60	8,185.80	6,06,436
January 2017	66.95	58.40	61.45	8,561.30	6,30,110
February 2017	75.40	57.35	60.20	8,879.60	6,49,520
March 2017	61.30	50.70	57.90	9,173.75	2,33,993

Source: NSE Website

(h) Distribution Schedule on number of Shares as on 31st March 2017:

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 100	10,752	61.24	5,97,727	2.57
101 to 200	2,492	14.19	4,40,743	1.90
201 to 500	2,190	12.47	8,14,516	3.51
501 to 1000	978	5.57	8,14,573	3.51
1001 to 5000	919	5.23	21,14,687	9.11
5001 to 10000	127	0.72	9,41,109	4.05
10001 to 100000	88	0.50	21,70,853	9.35
100001 & above	10	0.06	1,53,25,909	66.00
Total	**17,556**	**100.00**	**2,32,20,117**	**100.00**

(i) Distribution Schedule on scrip value as on 31st March 2017:

Share of Nominal Value in ₹	No. of Share – holders	% of Share – holders	Total Amount in ₹	% of Amount
Upto 5000	15,434	87.91	1,85,29,860	7.98
5001 to 10000	978	5.57	81,45,730	3.51
10001 to 20000	523	2.98	81,68,350	3.52
20001 to 30000	216	1.23	55,70,630	2.40
30001 to 40000	102	.58	37,23,580	1.60
40001 to 50000	78	.44	36,84,310	1.59
50001 to 100000	127	.72	94,11,090	4.05
100001 & above	98	.56	17,49,67,620	75.35
Total	**17,556**	**100.00**	**23,22,01,170**	**100.00**

(j) Shareholding Pattern as on 31st March 2017 was as under:

Category	No. of Shares Held	% of Holding
(A) Promoter Holding		
Indian Promoter: (a) Expert Chemicals (India) Private Limited	1,00,05,561	43.09
Foreign Promoter: (a) Kingsbury Investment INC	30,24,000	13.02
Person acting in Concert:	-	-
Sub Total (A)	**1,30,29,561**	**56.11**
(B) NON – PROMOTERS HOLDING		
Institutional Investors		
Mutual Funds and UTI	115	0.00
Banks, Financial Institutions, Insurance Companies, (Central/State Govt. Institutions /Non -Government Institutions)	5,63,986	2.43
FIIs	-	-
Sub – Total (B)	**5,64,101**	**2.43**
(C) Others		
Private Bodies Corporate	10,27,489	4.43
Individual Shareholders Holding Nominal Capital up to ₹ 2 Lac.	58,58,088	25.23
Individual Shareholders Holding Nominal Capital in excess of ₹ 2 Lac	17,63,038	7.59
Employee Trust	-	-
Clearing Members	2,41,702	1.04
OCB/NRI	7,36,138	3.17
Bank of New York (GDR issue)	-	-
Sub – Total (C)	**96,26,455**	**41.46**
GRAND TOTAL (A+B+C)	**2,32,20,117**	**100.00**

(k) Dematerialization of shares and liquidity:

84.52% representing 1,96,25,391 Equity Shares were held in dematerialized form and the balance 15.48 % were in physical form as on 31st March 2017.

(l) Outstanding Warrants:

11,25,236 Warrants of the face value of ₹ Nil were allotted to the shareholders of erstwhile PPIL pursuant to the order dated 24th April 2007 of Hon'ble BIFR, which were exercisable upto 27th June 2012. Refer Note No. 3.3 of the Financial Statements.

(m) Optionally Fully Convertible Debentures:

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of face values of ₹ 1,000/- each (₹ One Thousand each) of the aggregate nominal value of ₹ 5,81,99,000/- (₹ Five Crore Eighty One Lac Ninety Nine Thousand only) have remained unpaid as on 31st March 2017.

Zero Coupon Optionally Fully Convertible Debenture Holders had a right to convert the same into Equity Shares of the Company between 1st November 2008 and 30th April 2012, at higher of:

(i) 67% of the 3 months average weekly closing high low price per share quoted on the BSE preceding the date of notice of conversion; or

(ii) at a price of ₹ 125 per share

However, none of the OFCD Holder had made an application to convert OFCD into Equity Shares of the Company.

The aforesaid OFCD were issued pursuant to the Order of Hon'ble BIFR dated 24th April 2007. Refer Note No. 32 of the Financial Statements.

(n) Compulsorily Convertible Debentures (CCDs)

As part of Restructuring of Debt, State Bank of India (SBI) has assigned its loan to M/s. Edelweiss Asset Reconstruction Company Ltd. (EARC) and as per the mutually agreed terms between the Company & Edelweiss, the Company has allotted 5,00,000 Zero % Compulsorily Convertible Debentures (CCDs) of face value of ₹ 200/- (₹ Two Hundred only) each at par aggregating to ₹ 10 Crore convertible into equal number of equity share within a period of 18 months from the date of allotment at a conversion price of ₹ 200/- (₹ Two Hundred only) per equity share (Face Value of ₹ 10/- and Premium of ₹ 190/-) to M/s. Edelweiss Asset Reconstruction Company Ltd on a preferential basis.

(o) Rights of Lenders under Corporate Debt Restructuring (CDR) Scheme:

Pursuant to CDR Scheme, lenders have right, to convert at their option, the whole of outstanding amount or 20% of rupee equivalent of the defaulted amount into fully paid up equity shares of the Company at par, in case of certain defaults by the Company.

(p) Reconciliation of Share Capital Audit Report:

In terms of the directives of the Security and Exchange Board of India, Reconciliation of Share Capital Audit is being undertaken by a qualified practicing Company Secretary, on a quarterly basis.

Your Company is on a regular basis submitting Reconciliation of Share Capital Audit Report, as per the circular issued by Security and Exchange Board of India (SEBI) and Compliance Certificate, pursuant to the provisions of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {earlier Clause 47 (C) of the Listing Agreement} certified by Practicing Company Secretary to Stock Exchanges.

(q) Dividend Profile:

Financial Year	Book Closure / Record Date	Dividend declared	Date of Declaration	Date of Payment of Dividend
2009-2010	2nd August 2010 to 12th August 2010	10%	12th August 2010	20th August 2010

The Company had not declared any dividend for the financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16. Further, the Board of Directors of the Company has not recommended any dividend for the financial year ended on 31st March 2017.

Status of unclaimed dividends:

Unclaimed dividend for the year 2009-2010 shall be transferred to the Investor Education and Protection Fund (IEPF) as under:

Year of dividend	Date of Declaration of dividend	Date of transfer to unpaid / unclaimed dividend account	Due date for transfer to IEPF
2009-2010	12th August 2010	15th September 2010	14th September 2017

Shareholders are advised to confirm their records and claim the amount well before due date, if not encased earlier.

(r) Plant Locations:

a) Plot No. A-15, M.I.D.C., Ind. Area, Patalganga, Maharashtra

b) Plot No. J-17, M.I.D.C. Tarapur, Maharashtra

c) Plot No. N-24, M.I.D.C. Tarapur, Maharashtra

d) K. Illindalaparru Village, Tanuku, Dist. - West Godavari, Andhra Pradesh

(s) Compliance Officer:

The Board of Directors has designated Mr. Jitendra J. Gandhi, Company Secretary as the Compliance Officer of the Company.

(t) Address for Correspondence:
Wanbury Limited
Secretarial Department
CIN: L51900MH1988PLC048455
BSEL Tech Park,
B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station,
Vashi, Navi Mumbai - 400 703, India.
Tel : +91-22-67942222
Fax: +91-22-67942111/333
E-mail: shares@wanbury.com
Website: www.wanbury.com

Shareholders of the Company can lodge their complaints on E-Mail ID: shares@wanbury.com.

(u) Address of Registrar & Share Transfer Agents:

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit – 1, Luthra Industrial Premises, Safed Pool,
Andheri - Kurla Road, Andheri (East),
Mumbai – 400 072, India.
Telephone No.: +91-22-28516338, 28528087
Fax No.: +91-22-28512885
E-mail: sharexindia@vsnl.com

(v) Management Discussion and Analysis Report:

Management Discussion and Analysis Report is part of Annual Report.

(w) Disclosures:

(1) The Company has not entered into any transaction / agreement of a material nature with the promoters, the directors or the management, their relatives, etc. that may have any potential conflict with the interests of the Company.

(2) Disclosure of Accounting Treatment: In the preparation of the financial statements, the Company has followed the Accounting Standard issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied are set out in the notes to the accounts.

(3) Risk Management: Business risk evaluation and management is an ongoing process within the Company.

(4) The Company has formulated a policy for Related Party Transactions (RPT) in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is available on the following link:

http://www.wanbury.com/investorrelsl/policies/WL-Policy%20for%20Related%20Party%20Transactions.pdf

(5) The Company has formulated a policy for determining 'material subsidiaries' in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is available on the following link:

http://www.wanbury.com/investorrelsl/policies/WL-Policy%20on%20determining%20Material%20Subsidiaries.pdf

(6) Following penalty or strictures have been imposed on the Company by Stock Exchanges and no penalty or strictures have been imposed by SEBI or any statutory authorities or any matter related to capital markets during the last three years.

(i) Penalty aggregating to ₹ 70,000/- (₹ Seventy Thousand only) has been levied by the National Stock Exchange of India Limited on 29th November, 2016 for non compliance of Regulation 33 of Listing Regulations regarding delay in holding Board Meeting for the quarter ended 30th September, 2016 by the stipulated date i.e. 15th November, 2016 which has been paid on 30th November, 2016.

For and on behalf of Board of Directors

	K. Chandran	**N. K. Puri**
	Vice Chairman	**Director**
Mumbai, 30th May, 2017	**DIN:00005868**	**DIN:00002226**

DECLARATION

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company, which is posted on the Website of the Company. The Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year ended on 31st March 2017.

For and on behalf of Board of Directors

	K. Chandran	**N. K. Puri**
	Vice Chairman	**Director**
Mumbai, 30th May, 2017	**DIN:00005868**	**DIN:00002226**

CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIRMENTS) REGULATIONS, 2015

We, Mr. K. Chandran, Vice Chairman and Mr. Vinod Verma, Chief Financial Officer hereby certify for the Financial Year ended 31st March 2017 that: -

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

  (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

  (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee that:

  (i) there are no significant changes in internal control over financial reporting during the year;

  (ii) there are no significant changes in accounting policies during the year; and

  (iii) there are no instances of significant fraud of which we have become aware.

For Wanbury Limited

Vinod Verma
Chief Financial Officer

K. Chandran
Vice Chairman
DIN: 00005868

Mumbai, 30th May, 2017

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Wanbury Limited

We have examined the compliance of conditions of corporate governance by Wanbury Limited ("the Company"), for the year ended on 31 March 2017, as prescribed in Regulations 17 to 27, 46(2)(*b*) to (*i*) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. Our examinations has been limited to a review of the procedure and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M. No. 37032

Mumbai, 30th May, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WANBURY LIMITED

Report on Standalone Financial Statements

We have audited the accompanying standalone financial statements of **WANBURY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, and its loss-and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

a) Note 52 in the financial statements which indicate that the Company has accumulated losses and its net worth has been fully eroded. The financial statements of the Company have been prepared on a going concern basis for the reasons stated therein.

b) The Company has given guarantee in respect of Exim Bank's investments of USD 60 Lakhs (₹ 3,890.32 Lakhs) in Wanbury Holding B.V., a subsidiary of the Company and State Bank of India's loan of Euro 38.23 Lakhs (₹ 2,647.43 Lakhs) to Cantabria Pharma S.L., the step down subsidiary of the Company, which have been invoked by the respective parties. Further, State Bank of India, London has filed legal proceedings dated 28 February 2017 demanding repayment of dues. The aforesaid dues being part of the CDR Scheme will be accounted upon arriving at mutually agreed terms of settlement with the respective parties as stated in Note 30 of the financial statements.

c) Note No. 32 of the financial results regarding the status of merger of erstwhile PPIL with the Company.

Our opinion is not modified in respect of these matters.

Other Matter

We did not audit the financial statements/financial information of one branch included in the standalone financial statements of the Company whose financial statements/financial information reflect total assets of ₹ 13,175.13 Lakhs as at 31 March 2017 and total revenues of ₹ 15,755.56 Lakhs for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of this branch have been audited by the branch auditor whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
   c) The reports on the accounts of the branch of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
   d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India.
   f) On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
   g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact, if any, of pending litigations as at 31 March 2017 on its financial position in its standalone financial statements – Refer Note 29 to the financial statements;
      ii. The Company has not entered into any long-term contracts including derivative contracts requiring provision under the applicable law or accounting standards, for material foreseeable losses.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
      iv. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified bank Notes during the period from 8 November 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the Company – Refer Note 53 to the standalone financial statements.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M. No. 37032

Mumbai, 30th May, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in Para 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the financial statements for the year ended 31 March 2017.)

1. In respect of its fixed assets:
   a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
   b) As informed to us by the management, the Company has a policy of physically verifying fixed assets in a phased manner over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. We are informed that there were no material discrepancies noticed on such verification and the same has been properly dealt with in the books of account.
   c) According to the information and explanations given to us and the title deeds / lease deeds and other records examined by us, we report that the title deeds / lease deeds in respect of all the immovable properties of land which are freehold, immovable properties of land that have been taken on lease and buildings, as disclosed in Note 11 - fixed assets in the standalone financial statements, are held in the name of the Company or in the erstwhile name of the Company or in the name of the transferor companies which have merged into the Company, as at the balance sheet date.
2. According to the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year except for stocks with third parties for which most of the confirmation certificates have been obtained by the Company. The discrepancies noticed on such physical verification between physical stock and book records were not material and have been adequately dealt with in the books of account.
3. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013.
5. The Company has not accepted any deposit from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013. Accordingly, paragraph 3(v) of the Order is not applicable.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under 148(1) of the Companies Act, 2013 in relation to products manufactured, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate and complete.
7. According to the information and explanations given to us :
   a) Except in some cases where there have been delays, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, there are no undisputed amounts payable in respect of aforesaid material statutory dues as at 31 March 2017 which were in arrears for a period of more than six months from the date they became payable except statutory dues of erstwhile PPIL referred to in note 32 of the financial statements.
   b) On the basis of our examination of the documents and records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited on account of a dispute, except as enumerated herein below which are pending before respective authorities as mentioned there against :

Name of the Statute	Nature of the Dues	Amount ₹ In Lakhs*	Period to which amounts relate	Forum where dispute is Pending
The Income Tax Act, 1961	Income Tax/TDS/ Interest / Penalty	46.20	AY 1997-98	Bombay High Court
		573.96	AY 2010-11	Deputy Commissioner of Income tax, Mumbai
The Central Sales Tax Act, 1956	Sales Tax/Interest / Penalty	220.39	FY 2006-07	Sales Tax Appellate Tribunal, Vishakhapatnam
		60.35	FY 2007-08	
		42.95	FY 1997-98 to FY 2004-05	Andhra Pradesh High Court
		2,972.28	FY 1992-93 FY 1994-95 FY 1996-97 FY 1997-98 & FY 2000-01 to FY 2004-05	Bombay High Court

Name of the Statute	Nature of the Dues	Amount ₹ In Lakhs*	Period to which amounts relate	Forum where dispute is Pending
Service Tax under Finance Act, 1994	Service Tax/ Interest/ Penalty	275.42	FY 2005-06 to FY 2010-11	Central, Excise and Service Tax Appellate Tribunal, Mumbai
		31.43	FY 2011-12	The Commissioner of Central Excise (Appeals), Mumbai
The Central Excise Act, 1944	Excise Duty/ Penalty	26.10	Mar 2013 to Dec 2013	The Custom, Excise and Service Tax Appellate Tribunal (CESTAT), Hyderabad
		41.94	Jan 2014 to Oct 2014	The Custom, Excise and Service Tax Appellate Tribunal (CESTAT), Hyderabad

*Net of amounts paid under protest or otherwise. Amount is as per demand order including interest and penalty wherever quantified.

8. Based on our audit procedures and on the basis of information and explanations given to us, there is no delay in respect of repayment of loans or borrowings to financial institutions, banks, government and dues to debenture holders, except for the following defaults.

Particulars	Amount of default as at the balance sheet date (₹ in Lakhs)	Period of default (in days) and Remarks
Andhra bank		
- Principal	71.51	1 day
- Interest	21.31	1 to 32 days
Axis Bank		
- Principal	Nil	Nil
- Interest	2.22	1 day
Bank of India		
- Principal	922.63	1 to 366 days
- Interest	366.22	1 to 366 days
EXIM Bank		
- Principal	Nil	Nil
- Interest	34.52	1 to 457 days
IDBI Bank		
- Principal	Nil	Nil
- Interest	0.71	1 day
State bank of Mysore		
- Principal	456.54	1 to 275 days
- Interest	199.69	1 to 275 days
Edelweiss Asset Reconstruction Company Limited (“EARCL”)		
- Principal	31.18	1 to 17 days
- Interest	0.45	1 to 17 days
Foreign Currency Convertible Bond Holders		
- Principal	941.81	17 to 1,803 days
- Interest	387.46	17 to 2,102 days

Particulars	Amount of default as at the balance sheet date (₹ in Lakhs)	Period of default (in days) and Remarks
Non Convertible Debentures	55.67 97.00	Unpaid from 1 May 2009 Unpaid from 1 May 2010 Refer Note 9.1 and 32 of the financial statements
Optionally Fully Convertible Debentures	290.99 291.00	Unpaid from 30 April 2010 Unpaid from 30 April 2011 Refer Note 9.2 and 32 of the financial statements
Term Loans taken by erstwhile PPIL from banks / financial institutions	68.02	Unpaid from respective due dates. Refer Note 9.4, 9.5 and 32 of the financial statements

9. According to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer and has not taken any term loan during the year.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. According to the information and explanation given to us:

    During the year, the Company has paid ₹ 41.77 Lakhs in excess of the remuneration payable as per the provisions of section 197 read with Schedule V to the Companies Act, 2013, which is recoverable from director and is shown under the head "Short Term Loans & Advances".

    The Company has applied to the Central Government for the approval of excess remuneration amounting to ₹ 49.77 Lakhs pertaining to F.Y. 2015-16. Pending approval, the same is shown as recoverable under the head "Short Term Loans & Advances".

    In respect of the excess managerial remuneration recoverable aggregating to ₹ 166.19 Lakhs pertaining to financial years 2011-12 to 2014-15, the same has been recovered from director during the year. [Refer Note 39(a)]
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
13. The company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Companies Act, 2013. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. According to the information and explanation given to us, as per the terms of the Master Restructuring Agreement dated 19 September 2011, during the year, the Company has made preferential allotment of Equity shares. (Refer Note 3.6). Further, during the year the Company has made preferential allotment of Compulsorily Convertible Debentures (CCDs). (Refer Note 3.7). Section 42 of the Companies Act, 2013 have been complied with in respect of aforesaid allotment of Equity shares and CCDs.
15. In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
16. In our opinion and according to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M. No. 37032

Mumbai, 30th May, 2017

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in para 2 (g) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the Standalone financial statements for the year ended 31 March 2017.)

Report on the Internal Financial Controls under Clause (*i*) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **WANBURY LIMITED** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the above mentioned Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M. No. 37032

Mumbai, 30th May, 2017

BALANCE SHEET AS AT 31 MARCH 2017

₹ in Lakhs

	Note No.	31 March 2017	31 March 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	2,322.01	1,996.93
Reserves and Surplus	4	(19,132.93)	(19,525.14)
		(16,810.92)	(17,528.21)
Share Application money Pending Allotment		-	1,222.31
Non-Current Liabilities			
Long-term borrowings	5	26,053.79	23,092.33
Other Long term liabilities	6	468.00	1,168.33
Long-term provisions	7	955.35	876.46
		27,477.14	25,137.12
Current Liabilities			
Short-term borrowings	8	6,365.24	9,059.95
Trade payables			
- Due to Micro & Small Enterprises	37	-	-
- Due to Others		12,915.91	8,568.85
Other current liabilities	9	11,314.51	11,891.57
Short-term provisions	10	411.95	297.16
		31,007.61	29,817.53
TOTAL		**41,673.83**	**38,648.75**
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		18,544.74	17,549.64
Intangible assets		89.08	103.42
Fixed Asset held for sale		373.59	373.59
Capital work-in-progress		957.92	1,441.80
		19,965.33	19,468.45
Non-current investments	12	0.91	0.91
Long term loans and advances	13	2,770.06	2,763.70
Other non-current assets	14	37.45	26.43
		22,773.75	22,259.49
Current assets			
Inventories	15	3,422.76	3,461.35
Trade receivables	16	9,113.66	7,494.16
Cash and Bank Balances	17	979.44	718.34
Short-term loans and advances	18	4,343.15	3,673.70
Other current assets	19	1,041.07	1,041.71
		18,900.08	16,389.26
TOTAL		**41,673.83**	**38,648.75**
Significant Accounting Policies	2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Nikhil Patel
Partner

Mumbai, 30th May 2017

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH 2017

(₹ in Lakhs)

	Note No.	For the year ended 31 March 2017	For the year ended 31 March 2016
REVENUE:			
Revenue from operations (Gross)	20	44,645.34	43,377.95
Less: Excise duty		982.52	1,051.79
Revenue from operations (Net)		43,662.82	42,326.16
Other Income	21	774.60	140.62
Total Revenue		**44,437.42**	**42,466.78**
EXPENSES:			
Cost of materials consumed	22	15,195.12	14,520.18
Purchase of Stock in Trade		3,917.35	3,694.47
Changes in inventories of Finished Goods, Work in Progress and Stock in Trade	23	584.99	24.94
Employee benefits expense	24	8,756.50	8,559.39
Finance costs	25	2,089.78	3,186.81
Depreciation and amortisation expense	11	1,031.55	905.24
Other expenses	26	13,322.45	12,279.24
Total Expenses		**44,897.74**	**43,170.27**
Profit (Loss) before tax		**(460.32)**	**(703.49)**
Tax expense:			
- Current tax expenses		-	-
- Tax expenses (benefits) for earlier years		44.70	-
Net Current Tax Expense		44.70	-
- Deferred tax (net)		-	-
Profit (Loss) for the year from Continuing Operations		**(505.02)**	**(703.49)**
There are no Exceptional, Extra Ordinary Items and Discontinuing Operations.			
Basic Earning Per Share in ₹	27	(2.47)	(3.52)
Diluted Earning (Deficit) Per Share in ₹	27	(2.47)	(3.52)
[Face Value of Equity Share ₹ 10/-]			
Significant Accounting Policies	2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

Nikhil Patel
Partner

Mumbai, 30th May 2017

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

(₹ in Lakhs)

		31 March 2017	31 March 2016
A	**Cash flows from Operating Activities**		
	Net Profit (Loss) before Tax	(460.32)	(703.49)
	Adjustments for:		
	Depreciation and amortisation	1,031.55	905.24
	(Profit) Loss on Fixed Assets Sold (Net)	-	102.67
	Provision for Doubtful Trade Receivables	125.00	100.00
	Provision for Doubtful Advances	85.00	-
	Finance Cost	2,089.78	3,186.81
	Unrealised Exchange (Gain) Loss (Net)	(254.06)	480.06
	Interest Income	(49.63)	(56.05)
	Amount Written Back (Net)	(10.93)	-
	Amounts Written Off (Net)	-	66.16
	Operating Profit (Loss) before Working Capital Changes	**2,556.40**	**4,081.40**
	Changes in Working Capital:		
	Decrease (Increase) in Trade Receivable	(1,731.50)	2,382.03
	Decrease (Increase) in Long term Loans and Advances	12.09	(946.40)
	Decrease (Increase) in Short term Loans & Advances	(754.45)	(112.42)
	Decrease (Increase) in Inventories	38.59	(84.54)
	Increase (Decrease) in Other Long term liabilities	(27.60)	(35.04)
	Increase (Decrease) in Other Current Liabilities	(272.80)	154.32
	Increase (Decrease) in Long term provisions	78.88	128.37
	Increase (Decrease) in Short term provisions	74.54	61.10
	Increase (Decrease) in Trade Payables	4,369.16	(1,311.37)
	Cash Generated from (Used in) Operations	**4,343.32**	**4,317.45**
	Direct Taxes Paid (Net of Refunds/Prior Years Adjustments)	(4.45)	(1.35)
	Net Cash generated from (Used in) Operating Activities	**4,338.87**	**4,316.10**
B	**Cash flows from Investing Activities**		
	Capital Expenditure on Fixed Assets including Capital Advances	(1,470.23)	(2,121.44)
	Proceeds from Sale of Fixed Assets	-	0.13
	Interest Income Received	50.38	75.22
	Bank Balance not considered as Cash and Cash Equivalents (Net)	67.35	82.61
	Net Cash generated from (Used in) Investing Activities	**(1,352.50)**	**(1,963.48)**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

(₹ in Lakhs)

		31 March 2017	31 March 2016
C	**Cash flows from Financing Activities**		
	Repayment of Borrowings	(1,094.18)	(1,698.77)
	Interest and Other Finance Cost	(1,552.61)	(2,320.90)
	Advance received for allotment of equity shares	-	1,222.31
	Unpaid dividend transfer to Investor Education Protection Fund	-	(9.50)
	Net Cash generated from (Used in) Financing Activities	**(2,646.79)**	**(2,806.85)**
	Net Increase (Decrease) in Cash & Cash Equivalents	**339.58**	**(454.24)**
	Cash and Cash equivalents as at the beginning of the Year	158.99	613.23
	Cash and Cash Equivalents as at the end of the Year (Refer Note 17.1)	**498.57**	**158.99**

1. Figures in brackets indicates outflow.

2. Previous year's figures are regrouped & recasted wherever required.

Significant Accounting Policies (Refer Note 2)

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

Nikhil Patel
Partner

Mumbai, 30th May 2017

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. GENERAL INFORMATION:

Wanbury Limited ("the Company") is a public company domiciled in India. The Company is engaged in the business of pharmaceutical and related activities, including research.

2. SIGNIFICANT ACCOUNTING POLICIES:

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

2.1. Basis of Accounting:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with relevant rules thereunder, and other recognised accounting practices and policies generally accepted in India.The financial statements have been prepared on an accrual basis and under the historical cost convention unless otherwise specified. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise specified.

2.2. Operating Cycle :

Based on the nature of its activities the Company has considered its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

2.3. Use of Estimates:

Preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumption to be made, that affect reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses during the reported period. Actual results could differ from these estimates and differences between the actual results and estimates are recognised in the period in which results are known / materialized.

2.4. Inventories:

Raw materials and packing materials are valued at lower of cost and net realisable value, cost of which includes duties and taxes (net off CENVAT and VAT, wherever applicable) and is arrived at on moving weighted average cost basis. Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. However, materials and other items held for use in production of inventories are not written below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished products including traded goods and work-in-progress are valued at lower of cost and net realisable value. Cost is arrived at on weighted average cost basis.

Cost of finished products and work-in-progress includes material cost, labour, direct expenses, production overheads and excise duty, where applicable.

2.5. Cash Flow Statements :

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of the non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.6. Cash and Cash Equivalents :

Cash and Cash Equivalents for the purpose of cash flow statement comprise of cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short term highly liquid investments with an original maturity of three months or less.

2.7. Fixed Assets:

Tangible assets are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use, less accumulated depreciation / amortization / impairment losses, if any, and adjusted by revaluation of certain fixed assets. Assets held for disposal are stated at the lower of net book value and net realisable value.

Intangible assets are stated at cost or acquisition less accumulated amortization and impairment loss, if any. Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest, if any.

2.8. Depreciation and Amortization:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets is provided on Straight Line Method based on useful lives of the assets specified in Schedule II of the Companies Act, 2013.

Premium of lease hold land is being written off over the period of lease. Computer software are amortised over estimated useful life.

Brands and Technical Know-how are amortized over a period of ten and five years respectively.

Depreciation is not provided in respect of assets held for sale.

The estimated useful lives of intangibles assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern, if any.

2.9. Revenue Recognition:

Revenue on sales is recognised when risk and rewards of ownership of products are passed on to customers, which are generally on dispatch of goods. The amount recognised as revenue is exclusive of sales tax, value added tax (“VAT”),and is net off returns, applicable trade discounts and allowances.Excise duty collected on sales is shown by way of deduction from sales. Sales are also netted off for probable non – saleable return of goods from the customers, estimated on the basis of historical data of such returns.Incomes from services are recognised when services are rendered. Dividend income is recognised when the right to receive dividend is established.

Interest income is recognised on time proportion basis.

Export benefits available under prevalent schemes are accrued in the period in which the goods are exportedand accounted to the extent considered receivable.

Revenue is recognised when there is reasonable certainty of its realisation.

2.10. Insurance Claims:

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect the ultimate collection.

2.11. Research and Development:

Research and development expenditures of revenue nature are charged to the respective heads in the Statement of Profit & Loss in the year in which it is incurred and expenditures of capital nature are added to respective fixed assets.

2.12. Excise and Custom Duty:

Excise and custom duty is accounted on the basis of payment made in respect of goods cleared and provision is made for goods lying in bonded warehouse and included in the valuation of inventory.

2.13. CENVAT, Service Tax and VAT Credit:

CENVAT, Service tax and VAT credit receivable/availed are treated as an asset when there is reasonable certainty in availing/utilising the credits and relevant expenses being accounted net of such credit. Further the said assets are reduced to the extent of their utilisation.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2.14. Foreign Currency Transactions:

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction.The net gain or loss on account of exchange differences arising on settlement of foreign currency transactions and / or restatement are dealt with in the Statement of Profit & Loss as income or expenses of the period in which they arise. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported using the rate prevailing as on that date. The resultant exchange differences are recognised in the Statement of Profit & Loss.

In respect of the Forward Exchange contracts with underlying transaction, the premium or discount arising at the inception of such forward exchange contracts is amortised as expenses or income over the life of the contract.

Exchange differences on such contracts are recognised in the Statement of Profit & Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

2.15. Investments:

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments.

Long term Investments are carried individually at cost, less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually at lower of cost and realisable value.

Cost of investments includes expenses directly incurred on acquisition of investments.

Investments in foreign currency are stated at cost by converting at exchange rate prevailing, at the time of acquisition/ remittance.

2.16. Employee Benefits:

i) Short Term Employee Benefits:

These are recognised as an expense at the undiscounted amount in the Statement of Profit & Loss of the period in which the related services are rendered. Short term compensated absences are provided for based on actuarial valuation in accordance with company's policies.

ii) Post Employment Benefits:

Company's contribution for the period paid / payable to defined contribution retirement benefit schemes are charged to Statement of Profit & Loss.

Company's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per the actuarial valuation carried out at the balance sheet date.

Defined benefit in the form of compensated absences is provided for based on actuarial valuation at the year-end in accordance with Company's policies.

2.17. Borrowing Costs:

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Company in connection with the borrowing of funds.

Borrowing costs that are attributable to acquisition, construction or production of a qualifying asset are capitalized as cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit & Loss in the period in which they are incurred.

2.18. Operating Leases:

Assets taken on lease under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating leases are recognised as expenses on accrual basis in accordance with respective lease agreements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2.19. Earnings Per Share :

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.20. Accounting for Tax:

Tax expense comprises of Current and Deferred tax.

Current tax is measured on the basis provisions of the Income Tax Act, 1961.

Deferred tax resulting from timing differences between the accounting income and taxable income for the period is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date. The carrying amount of deferred tax assets/liabilitiesare reviewed at each Balance Sheet date. The Company writes down the carrying amount of deferred tax asset to the extent that it is no longer reasonably/virtually certain, that sufficient future taxable income will be available against which deferred tax asset can be realised.

MAT Credit Entitlement as per the provisions of the Income Tax Act, 1961 is treated as an asset by credit to the Statement of Profit & Loss.

2.21. Impairment of Assets:

The fixed assets are reviewed for impairment at each Balance Sheet date. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

2.22. Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised only when there is present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of obligation can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

Contingent liabilities are disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of amount of the obligation cannot be made.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
3	**Share Capital**		
	Authorised		
	20,00,000 Preference shares of ₹ 100/- each	2,000.00	2,000.00
	3,00,00,000 Equity Shares of ₹10/- each	3,000.00	3,000.00
		5,000.00	**5,000.00**
	Issued, Subscribed and Paid-Up		
	2,32,20,117 (Pr. Yr. 1,99,69,286) Equity Shares of ₹ 10/- each fully paid up	2,322.01	1,996.93
	Total Share Capital	**2,322.01**	**1,996.93**

3.1 **Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period:**

Particulars	31 March 2017		31 March 2016	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the period	19,969,286	1,996.93	19,969,286	1,996.93
Add: Shares allotted as fully paid up during the period	3,250,831	325.08	-	-
Shares outstanding at the end of the period	23,220,117	2,322.01	19,969,286	1,996.93

3.2 **Terms/Rights attached to equity shares**

The Company has only one class of equity shares with voting rights having a par value of ₹ 10 per share. The Company declares & pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the shareholders.

3.3 **Outstanding Options to subscribe to equity shares**

11,25,236 warrants of the face value of ₹ Nil have been allotted to the shareholders of Erstwhile PPIL as per the BIFR order. The warrant holders have the right to subscribe to one equity share of ₹ 10/- each at the premium of ₹ 125/- per share which is exercisable within five years from 27 June 2007,being the date of allotment of the warrants. **Refer note 32.**

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of face value of ₹ 1,000/- each were allotted to the lenders of erstwhile PPIL pursuant to the order dated 24 April 2007 of Hon'ble BIFR. OFCD were convertible between 1 November 2008 and 30 April 2012 into its equity shares at a price of ₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right. **Refer note 32.**

Refer **Note 33** for rights of lender under CDR scheme to convert dues into equity shares of the Company under certain condition stipulated in Master Restructuring Agreement dated 19 September 2011.

3.4 **Details of equity shares held by each shareholders holding more than 5%**

Name of Shareholder	31 March 2017		31 March 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kingsbury Investments Inc	3,024,000	13.02%	3,024,000	15.14%
Expert Chemicals (India) Pvt. Ltd.	10,005,561	43.09%	6,754,730	33.83%

As per records of the Company, including its register of shareholders/members and other declaration received from shareholders/members regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

3.5

Particulars	31 March 2017	31 March 2016
	No of Shares of FV ₹ 10	No of Shares of FV ₹10
Equity Shares reserved for issuance under Employee Stock Options Plan 2016 of the Company	**998,464**	**998,464**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

3.6 In compliance with the terms of the Corporate Debt Restructuring Scheme, during the year ended 31st March 2017, the Company has allotted 32,50,831 equity shares of Face value of ₹ 10 each at a premium of ₹ 27.60 per equity share to the promoter company Expert Chemicals (India) Pvt. Ltd., on preferential basis.

3.7 During the year ended 31st March 2017, the Company has allotted 5,00,000 numbers of Zero % Compulsorily Convertible Debentures (CCDs) of face value of ₹ 200/- each at par aggregating to ₹ 1,000 lakhs. **Refer note no.5.5**

3.8 The Company has neither allotted any shares as fully paid up pursuant to contract without payment being received in cash and by way of bonus shares nor bought back any shares during the period of five years preceding the date of this balance sheet.

3.9 The Company is not a subsidiary company.

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
4	**Reserves & Surplus**		
	Capital Reserves		
	As per last balance sheet	683.41	683.41
	Securities Premium Account		
	Balance as at beginning	4,103.02	4,103.02
	Add: Premium on Share allotment during the year	897.23	-
	Balance as at the end	**5,000.25**	**4,103.02**
	Debenture Redemption Reserve		
	As per last balance sheet	412.25	412.25
	Revaluation Reserve		
	Balance as at beginning	2,309.30	2,441.01
	Less: Transferred to General Reserve (Refer Note 4.1)	162.56	131.71
	Balance as at the end	**2,146.74**	**2,309.30**
	General Reserve		
	Balance as at beginning	1,323.52	1,191.81
	Add: Transferred from Revaluation Reserve	162.56	131.71
	Balance as at the end	**1,486.08**	**1,323.52**
	Surplus (Deficit) in the Statement of Profit and Loss		
	Balance as at beginning	(28,356.64)	(27,653.16)
	Profit (Loss) for the period	(505.02)	(703.49)
	Balance as at the end	**(28,861.66)**	**(28,356.64)**
	Total Reserves and Surplus	**(19,132.93)**	**(19,525.14)**

4.1 As suggested in "The Application Guide on the Provisions of Schedule II to the Companies Act, 2013" issued by the ICAI, the depreciation equivalent amount of ₹ 162.56 Lakhs (Pr. Yr. ₹ 131.71 Lakhs) on the revalued portion of fixed assets, is withdrawn and transferred to General Reserve.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
5	**Long Term Borrowings**		
	Term loans (Secured)		
	From Banks (Rupee)	5,916.41	21,230.36
	From Others (Rupee) *	17,990.13	-
	From Banks (Foreign Currency)	1,145.23	1,855.07
	Compulsory Convertible Debentures (CCD)		
	5,00,000 (Previous year - Nil) Zero % CCD of face value ₹ 200 each	1,000.00	-
	Vehicle Loans (Secured)		
	From Others (Rupee)	2.02	6.90
		26,053.79	**23,092.33**

* Includes ₹ 3,202.40 lakhs dues of State Bank of Mysore ("SBM") which is assigned by SBM to Edelweiss Asset Reconstruction Company Limited ("EARCL"), vide letter dated 31 March 2017.

5.1 **(a) For the year ended 31 March 2017 :**

Term Loans are secured by pari passu first charge on all the present and future movable and immovable fixed assets of the Company situated at Patalganga and Tarapur, few brands of the Company and second charge, except in respect of Term Loans from Edelweiss Asset reconstruction Company Ltd which has a first charge, on all the present and future movable and immovable fixed assets of the Company situated at Tanuku and second pari passu charge on entire present and future current assets of the Company and pledge of entire holding of equity shares of the Company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc., in addition to guarantee of Expert Chemicals (I) Private Limited, Bravo Healthcare Ltd., Wanbury Global FZE, Kingsbury Investment Inc. and Mr. K. Chandran, director of the Company.

(b) For the period ended 31 March 2016 :

Term Loans are secured by pari passu first charge on all the present and future movable and immovable fixed assets of the Company situated at Patalganga and Tarapur, few brands of the Company and second charge, except in respect of Term Loans from State Bank of India which has a first charge, on all the present and future movable and immovable fixed assets of the Company situated at Tanuku and second pari passu charge on entire present and future current assets of the Company and pledge of entire holding of equity shares of the Company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc., in addition to guarantee of Expert Chemicals (I) Private Limited, Bravo Healthcare Ltd., Wanbury Global FZE, Kingsbury Investment Inc. and Mr. K. Chandran, director of the Company.

5.2 Vehicle Loans are secured by hypothecation of assets acquired against respective loans.

5.3 **Rate of Interest:**

(a) For the year ended 31 March 2017 :

The rate of interest on term loans vary between 1% to 11.50% p.a. and on vehicle loans vary between 6.30% to 10.00% p.a.

(b) For the period ended 31 March 2016:

The rate of interest on term loans vary between 1% to 11.50% p.a. and on vehicle loans vary between 6.30% to 10.00% p.a.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

5.4 Repayment of Loans	31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
Term Loan:		
Year of Repayment		
2017-18	-	6,086.79
2018-19	5,028.59	6,700.07
2019-20	5,103.40	6,892.49
2020-21	4,645.00	3,406.08
2021-22	2,400.00	-
2022-23	3,000.00	-
2023-24	4,874.78	-
Vehicle Loan:		
Year of Repayment		
2017-18	-	4.88
2018-19	1.10	1.10
2019-20	0.92	0.92

5.5 During the year, on 9 December 2016, the Company has allotted 5,00,000 numbers of Zero % Compulsorily Convertible Debentures (CCDs) of face value of ₹ 200/- each at par aggregating to ₹ 1,000 Lakhs. Each CCD will be convertible into 1 equity share of ₹ 10 each at a premium of ₹ 190 on preferential basis to Edelweiss Asset Reconstruction Company Ltd ("EARCL") as a Trustee of EARC Trust SC 145, within 18 months from the date of allotment of CCDs.

6 Other Long Term Liabilities		
Dues Payable to FCCB 'B' Bond Holder (Refer Note 34)	-	523.62
Dues payable to FCCB 'A ' Bond Holder (Refer Note 34)	-	149.11
Security Deposits	468.00	495.60
	468.00	**1,168.33**
7 Long Term Provisions		
Provision for employee benefits (Refer Note 42)		
Provision for Gratuity	522.75	484.70
Provision for Leave Benefits	432.60	391.76
	955.35	**876.46**
8 Short Term Borrowings		
Working Capital Loans repayable on demand (Secured) (Refer Note 8.1)		
From Banks (Rupee)	5,350.31	8,652.11
From Others (Rupee)*	861.91	-
From Others (Foreign Currency) (Refer Note 8.2)	102.75	357.59
Loans repayable on demand (Unsecured) (Refer Note 32)		
From Banks (Rupee)	29.94	29.94
From Others (Rupee)	20.31	20.31
	6,365.24	**9,059.95**

* Represents dues of State Bank of Mysore ("SBM") assigned to Edelweiss Asset Reconstruction Company Limited ("EARCL") by SBM, vide letter dated 31 March 2017.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

8.1 Above loans are secured by a pari-passu first charge on current assets and few brands of the Company, second charge on fixed assets and pledge of entire holding of equity shares of the Company held by Expert Chemicals (I) Pvt. Ltd. & Kingsbury Investments Inc, in addition to guarantee of Expert Chemicals (I) Pvt. Ltd., Bravo Healthcare Ltd. ,Wanbury Global FZE, Kingsbury Investments Inc and Mr. K. Chandran, director of the Company.

8.2 Factoring facilities are secured by subservient (residual) charge on all present and future receivables, book debts, outstandings, monies receivables, claims and bills of the company, which are now due and or which may be due at anytime of its approved debtors and subservient charge on all present and future fixed asset and current assets of the company.

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
9	**Other Current Liabilities**		
	(Unsecured unless otherwise stated)		
	Current maturities of:		
	- Term Loan - Banks (Secured) (Refer Note 5.1 & 5.3)	2,695.56	4,032.30
	- Term Loan - Others (Secured) (Refer Note 5.1 & 5.3)	1,580.82	-
	- Vehicle Loan (Secured) (Refer Note 5.2 & 5.3)	4.88	7.52
	- Dues of FCCB Holders (Refer Note 34)	1,006.07	1,123.68
	Interest accrued but not due:		
	- On borrowings	1.99	6.44
	- On debentures (Secured)	328.98	328.98
	Interest accrued and due (Refer Note 9.3)		
	- On Secured Borrowings (Refer Note 5.1 & 5.3)	625.12	1,036.83
	- On Foreign Currency Convertible Bonds	387.46	329.28
	Unpaid dividends	4.15	4.15
	(Amount transferable to Investor Education & Protection Fund when due)		
	Unpaid Dues:		
	- Of Long Term Borrowings (Secured) (Refer Note 9.3, 5.1 & 5.3)	1,481.86	1,852.89
	- Of FCCB Holders (Refer Note 9.3 & 34)	941.81	717.56
	- Of Long Term Borrowings of erstwhile PPIL (Secured) (Refer Note 9.4 & 9.5)	68.02	68.02
	- Of Matured Zero Coupon Non Convertible Redeemable Debentures (NCD) (Secured) (Refer Note 9.1 & 9.5)	152.67	152.67
	- Of Optionally Fully Convertible Debentures (OFCD) (Secured) (Refer Note 9.2 & 9.5)	581.99	581.99
	Other Payables:		
	- Payables for Fixed Assets	318.62	241.97
	- Statutory Dues Payable	516.25	527.35
	- Others	618.22	879.92
	(Includes Inland bills payable, stale cheques, dues of PPIL etc)		
		11,314.51	**11,891.57**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

9.1 The NCD are to be secured by a pari passu charge on the fixed assets of the Company situated at Patalganga and Plot No. J-17 at Tarapur. The NCD comprises of Part A of ₹ 60 and Part B of ₹ 40 which are redeemable at par at the end of two years and three years respectively from 1 May, 2007. The Company had redeemed Part A of ₹ 60 relating to 1,49,709 NCD's in the earlier years. NCD's amounting to ₹ 55.67 Lakhs and ₹ 97 Lakhs was due for repayment on 1 May 2009 and 1 May 2010 respectively. **Refer Note 32.**

9.2 The OFCD are to be secured by a pari passu charge on the fixed assets of erstwhile PPIL situated at Plot No 24 at Tarapur and fixed assets at Mazgaon. OFCD are convertible between 1 November, 2008 and 30 April, 2012 into equity shares at a price being higher of `₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right amounting to ₹ 290.99 Lakhs and ₹ 291 Lakhs was due for repayment on 30 April 2010 and 30 April 2011 respectively. **Refer Note 32.**

9.3 There is delay in repayment of

(i) term loan aggregating to ₹ 1481.86 Lakhs (Pr. Yr. ₹ 1,852.89 Lakhs) ranging from 1 to 366 days (Pr. Yr. 1 to 367 days).

(ii) amount payable to FCCB Holders aggregating to ₹ 941.81 Lakhs (Pr. Yr. ₹ 717.56 Lakhs) ranging from 17 days to 1803 days (Pr. Yr. 92 to 1438 days).

(iii) interest on secured borrowings aggregating to ₹ 625.12 Lakhs (Pr. Yr. ₹ 1,036.83 Lakhs) ranging from 1 to 457 days (Pr. Yr. 1 to 367 days) in respect of dues to banks/ financial institutions.

(iv) interest on FCCB aggregating to ₹ 387.46 Lakhs (Pr. Yr. ₹ 329.28 Lakhs) ranging from 17 to 2102 days (Pr. Yr. 1438 to 1737 days).

9.4 Term loans of erstwhile PPIL amounting to ₹ 68.02 Lakhs (Pr. Yr. ₹ 68.02 Lakhs) are secured by a pari-passu first charge on its fixed assets of erstwhile PPIL.

9.5 The said dues were payable as per Merger Cum Revival Scheme approved by the BIFR vide its order dated 24 April, 2007. **Refer Note 32.**

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
10	**Short Term Provisions**		
	Provision for employee benefits (Refer Note 42)		
	Provision for Gratuity	28.60	22.29
	Provision for Leave Benefits	53.47	25.16
	Bonus Provision	132.51	92.60
	Others		
	Provision for Income Tax (Net of Payment)	197.37	157.11
		411.95	**297.16**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

11 FIXED ASSETS

11.1 Current Year

₹ in Lakhs

	Description	Gross Block				DEPRECIATION/AMORTISATION				Net Block
		01-Apr-16	Addition	Deduction	31-Mar-17	01-Apr-16	for the Period	Deduction	31-Mar-17	31-Mar-17
		(1)	(2)	(3)	(4)= (1+2+3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) ='(4-8)
A	**Tangible Assets**									
	Property, Plant & Equipments									
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	45.29	6.31	-	51.60	433.93
	Factory Building	4,687.33	686.47	-	5,373.80	1,260.54	214.30	-	1,474.84	3,898.96
	Plant & Machinery	18,780.70	892.60	-	19,673.30	10,765.09	522.92	-	11,288.01	8,385.29
	Furniture & Fixtures - Others	568.43	125.30	-	693.73	400.13	48.16	-	448.29	245.44
	Vehicles	350.39	6.86	-	357.25	229.47	39.29	-	268.76	88.49
	Office Equipments	391.46	53.63	-	445.09	309.39	34.42	-	343.81	101.28
	Electrical Installations	146.40	69.05	-	215.45	113.18	14.54	-	127.72	87.73
	Laboratory Equipments	950.33	144.34	-	1,094.67	529.35	72.71	-	602.06	492.61
	Computers - Others	336.72	17.78	-	354.50	286.15	27.12	-	313.27	41.23
	Leasehold Improvement	63.41	-	-	63.41	12.28	21.16	-	33.44	29.97
	Total	**31,500.51**	**1,996.03**	**-**	**33,496.54**	**13,950.87**	**1,000.93**	**-**	**14,951.80**	**18,544.74**
B	**Intangible Asset**									
	Software	428.11	16.28	-	444.39	324.69	30.62	-	355.31	89.08
	Total	**428.11**	**16.28**	**-**	**444.39**	**324.69**	**30.62**	**-**	**355.31**	**89.08**
C	**Asset held for Sale**									
	Office Premises PPIL	243.00	-	-	243.00	46.46	-	-	46.46	196.54
	BUILDING - R & D	400.22	-	-	400.22	223.17	-	-	223.17	177.05
	Total	**643.22**	**-**	**-**	**643.22**	**269.63**	**-**	**-**	**269.63**	**373.59**
D	**Capital Work In Progress**	-	-	-	-	-	-	-	-	957.92
Total (A+B+C+D)		**32,571.84**	**2,012.31**	**-**	**34,584.15**	**14,545.19**	**1,031.55**	**-**	**15,576.74**	**19,965.33**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

11.2 Previous Period ₹ in Lakhs

	Description	Gross Block				Depreciation / Amortisation				Net Block
		01-Apr-15	Addition	Deduction	31-Mar-16	01-Apr-15	For the Period	Deduction	31-Mar-16	31-Mar-16
		(1)	(2)	(3)	(4)=(1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9)=(4-8)
A	**Tangible Assets**									
	Property, Plant & Equipments									
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	38.96	6.33	-	45.29	440.24
	Factory Building	3,956.25	732.43	1.35	4,687.33	1,087.22	173.87	0.55	1,260.54	3,426.79
	Plant & Machinery	17,971.11	1,092.06	282.47	18,780.70	10,505.77	462.94	203.62	10,765.09	8,015.61
	Furniture & Fixtures	473.26	109.43	14.26	568.43	336.21	78.23	14.31	400.13	168.30
	Vehicles	350.39	-	-	350.39	178.76	50.71	-	229.47	120.92
	Office Equipments	447.45	36.99	92.98	391.46	363.96	24.18	78.75	309.39	82.07
	Electrical Installations	144.06	10.61	8.27	146.40	106.04	17.74	10.60	113.18	33.22
	Laboratory Equipments	513.91	436.42	-	950.33	510.46	18.89	-	529.35	420.98
	Computers	514.65	43.54	221.47	336.72	472.50	23.84	210.19	286.15	50.57
	Leasehold Improvement	-	63.41	-	63.41	-	12.28	-	12.28	51.13
	Total	**29,596.42**	**2,524.89**	**620.80**	**31,500.51**	**13,599.88**	**869.01**	**518.02**	**13,950.87**	**17,549.64**
B	**Intangible Asset**									
	Software	324.40	104.75	1.04	428.11	289.50	36.23	1.04	324.69	103.42
	Total	**324.40**	**104.75**	**1.04**	**428.11**	**289.50**	**36.23**	**1.04**	**324.69**	**103.42**
C	**Asset held for Sale**									
	Office Premises PPIL	243.00	-	-	243.00	46.46	-	-	46.46	196.54
	BUILDING - R & D	400.22	-	-	400.22	223.17	-	-	223.17	177.05
	Total	**643.22**	**-**	**-**	**643.22**	**269.63**	**-**	**-**	**269.63**	**373.59**
D	**Capital Work In Progress**	-	-	-	-	-	-	-	-	1,441.80
Total (A+B+C+D)		**30,564.04**	**2,629.64**	**621.84**	**32,571.84**	**14,159.01**	**905.24**	**519.06**	**14,545.19**	**19,468.45**

11.3 The title deeds of the immovable properties transferred pursuant to the Scheme of Merger are yet to be transferred in the name of the Company.

11.4 Capital Work in Progress includes Machinery under installation, Construction material purchases and other assets under erection. It includes ₹ 896.54 Lacs (Pr. Yr. ₹ 896.54 Lacs) of erstwhile PPIL (Refer Note 32).

11.5 As per the scheme of rehabilitation and merger approved by BIFR, erstwhile PPIL is required to sale office premises at Saki Naka, Mumbai and R & D premises at Turbhe, Navi Mumbai in settlement of part dues of secured and unsecured payables mentioned in the aforesaid scheme. Consequently, the said assets are held for disposal and stated at cost since estimated realisable value is higher than cost (Refer Note 32).

11.6 Gross block of fixed assets include ₹ 5,375.05 Lakhs (Pr. Yr. ₹ 5,375.05 Lakhs) on account of revaluation of fixed assets carried out on 31 March 2010.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
12	**Non Current Investments (Long Term Investment)**		
12.1	**Trade Investments**		
	In Subsidiaries (Unquoted)		
	Ningxia Wanbury Fine Chemicals		
	13,260 Share of USD 1 each fully paid up	5.29	5.29
12.2	**Other Investments**		
	In Subsidiaries (Unquoted)		
	Wanbury Holding B. V.		
	6,489 Ordinary Share of Euro 1,000 each fully paid up	3,849.02	3,849.02
	(Pledged with Banks against loan given to the Cantabria Pharma S.L.)		
	Advance for Investment Pending Allotment	10,004.46	10,004.46
	Wanbury Global FZE		
	5 Shares of AED 1,00,000 each fully paid up	68.33	68.33
	Quasi Share Capital	1,254.35	1,254.35
	In Other Entities		
	Unquoted		
	The Saraswat Co-op. Bank Ltd.		
	706 Equity Share of ₹ 10 each fully paid up	0.07	0.07
	The Shamrao Vithal Co-op. Bank Ltd.		
	100 Equity Share of ₹ 25 each fully paid up	0.03	0.03
	Bravo Healthcare Limited		
	12,71,250 Equity Share of ₹ 10 each fully paid up	53.40	53.40
	Quoted		
	Bank of India		
	1,800 Equity Share of ₹ 10 each fully paid up	0.81	0.81
		15,235.75	**15,235.75**
	Less: Provision for diminution in value of investments (Refer Note 12.6)	15,234.85	15,234.85
		0.91	**0.91**
12.3	Aggregate amount of quoted investments-Gross		
	-Cost	0.81	0.81
	-Market Value	2.51	1.75
12.4	Aggregate amount of unquoted investments (Cost/Book value)- Gross	15,234.94	15,234.94
12.5	Aggregate amount of provision for diminution in value of investments	15,234.85	15,234.85
12.6	Provision for diminution in value of investments for:		
	Ningxia Wanbury Fine Chemicals		
	13,260 Share of USD 1 each fully paid up	5.29	5.29
	Wanbury Holding B. V.		
	6,489 Ordinary Share of Euro 1,000 each fully paid up	3,849.02	3,849.02
	Advance for Investment Pending Allotment	10,004.46	10,004.46
	Wanbury Global FZE		
	5 Shares of AED 1,00,000 each fully paid up	68.33	68.33
	Quasi Share Capital	1,254.35	1,254.35
	Bravo Healthcare Limited		
	12,71,250 Equity Share of ₹ 10 each fully paid up	53.40	53.40
		15,234.85	**15,234.85**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

	31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
13 Long Term Loans & Advances		
(Unsecured, considered good, unless otherwise mentioned)		
Capital Advances	84.79	66.35
Security Deposits	280.63	292.71
Loans and advances to related parties (Refer Note 46-C):		
- Considered Good	-	-
- Considered Doubtful	8,809.00	8,817.37
	8,809.00	8,817.37
Less: Provision for Doubtful Advances	8,809.00	8,817.37
	-	-
Mat Credit Entitlement	336.38	336.38
Other Loans and Advances	2,068.26	2,068.26
	2,770.06	**2,763.70**
14 Other Non Current Assets		
Fixed Deposit with Bank (Under Lien) (With Original Maturity of more than 12 months)	37.45	26.32
Interest Accrued on fixed deposit	-	0.11
	37.45	**26.43**
15 Inventories		
(As certified by the management)		
Raw Materials and Packing Materials	1,698.98	1,150.18
Work in Progress	535.28	1,149.15
Finished Goods	430.47	567.40
Stock in Trade	747.46	581.65
Fuel	10.57	12.97
	3,422.76	**3,461.35**
16 Trade Receivables (Unsecured)		
Over Six Months from the date they are due for payment:		
- Considered good	1138.07	1502.42
- Considered doubtful	171.51	40.00
	1,309.58	1,542.42
Others from the date they are due for payment:		
- Considered good	7,975.59	5,991.74
	9,285.17	7,534.16
Less: Provision for doubtful trade receivables	171.51	40.00
	9,113.66	**7,494.16**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
17	**Cash and Bank Balances**		
17.1	**Cash & Cash Equivalents (As per AS-3)**		
	Cash on Hand	9.74	1.44
	Balances with Banks:		
	- In Current Account	484.35	153.87
	- In EEFC Account	4.47	3.68
	- Deposits having original Maturity upto three months		
		498.57	158.99
17.2	**Other Bank Balances**		
	Earmarked balances with banks - Unpaid Dividend	4.15	4.15
	(Amount transferable to Investor Education & Protection Fund when due)		
	Fixed Deposits with Banks (Under Lien)*	476.72	555.20
		480.87	559.35
		979.44	**718.34**
	*Includes deposits with original maturity		
	- more than 3 months and upto 12 months	417.56	540.25
	- more than 12 months	59.16	14.95
18	**Short-term Loans and Advances (Unsecured, Considered Good)**		
	Advance to Employees:		
	- Considered Good*	216.89	300.25
	- Considered Doubtful	85.00	-
		301.89	300.25
	Less: Provision for Doubtful Advances	(85.00)	-
		216.89	300.25
	Advance to Creditors	2,871.70	2,429.24
	Prepaid Expenses	71.10	47.22
	Export Benefit Receivable	366.80	168.91
	Balance with Statutory/Government Authorities:		
	- Balances with Excise Authorities	253.02	211.94
	- VAT Receivable	563.64	516.13
		4,343.15	**3,673.70**
	*Includes excess remuneration receivable from Directors- ₹ 91.54 Lakhs (Pr. Yr. ₹ 215.96 Lakhs)		
19	**Other Current Assets**		
	Interest Accrued on fixed deposit	0.32	2.07
	Other Interest Receivable	1,040.75	1,039.64
		1,041.07	**1,041.71**
20	**Revenue From Operation (Gross)**		
	Sale of products:		
	- Finished Goods	31,412.58	29,377.39
	- Traded Goods	12,778.81	13,517.39
	Other Operating Revenue:		
	- Sale of Scrap	55.63	75.91
	- Export Incentive	398.33	407.26
		44,645.34	**43,377.95**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

			31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
21	**Other Income**			
	Interest on Bank Deposits		42.24	50.17
	Other Interest		7.39	5.88
	Foreign Exchange Gain (Net)		609.18	22.50
	Insurance Claim		4.89	14.71
	Amounts written back (net)		10.93	-
	Miscellaneous Income		99.97	47.36
			774.60	**140.62**
22	**Cost of Materials Consumed (Refer Note 47)**			
	Raw Materials & Packing Materials			
	Opening Stock		1,150.18	1,027.89
	Add: Purchases		15,743.93	14,642.47
			16,894.11	15,670.36
	Less: Closing Stock		1,698.98	1,150.18
			15,195.12	**14,520.18**
23	**Changes in Inventories of Finished Goods,Work in Progress and Stock in Trade**			
	Inventories at the beginning of the period			
	- Finished Goods		567.40	721.75
	- Work in Progress		1,149.15	656.13
	- Stock-in-Trade		581.65	945.26
		(A)	2,298.20	2,323.14
	Inventories at the end of the period			
	- Finished Goods		430.47	567.40
	- Work in Progress		535.28	1,149.15
	- Stock in Trade		747.46	581.65
		(B)	1,713.21	2,298.20
	Net (Increase) Decrease in Inventories	**(A-B)**	**584.99**	**24.94**
24	**Employee Benefits Expense**			
	Salaries, Wages, Bonus and Allowances		7,999.10	7,732.93
	Contribution to Provident and Other Funds		557.79	518.05
	Staff Welfare Expenses		199.61	308.41
			8,756.50	**8,559.39**
25	**Finance Cost**			
	Interest expense		2,089.79	3,054.68
	Applicable net (gain) loss on foreign currency transactions and translation		-	132.13
			2,089.78	**3,186.81**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
26	**Other Expenses**		
	Advertisement & Sales Promotional Expenses	1,991.60	1,930.88
	Travelling & Conveyance	1,401.13	1,548.23
	Power & Fuel	1,873.97	1,850.58
	Breakages & Expiry	765.16	868.14
	Carriage Outward	864.36	772.76
	Legal & Professional Charges	1,295.23	610.93
	Commission On Sales	464.52	412.33
	Consumption of Stores, Spares & Consumables	503.04	443.64
	Rent	354.72	372.73
	Repairs to Plant & Machineries	547.00	534.10
	Repairs to Buildings	212.49	53.38
	Repairs- Others	241.76	202.64
	Amounts Written Off- Net	-	66.16
	Rates & Taxes	98.17	125.33
	Licence Fees	196.63	231.89
	Provision for Doubtful Trade Receivables	125.00	100.00
	Provision for Doubtful Advances	85.00	-
	Insurance	59.98	71.94
	Loss on sale/discard of Fixed Assets- Net	-	102.67
	Sales Tax & Service Tax	157.42	302.89
	Miscellaneous Expenses	2,085.27	1,678.02
		13,322.45	**12,279.24**
27	**Earning Per Share:**		
	Profit (Loss) after Tax - ₹ In Lakhs	(505.02)	(703.49)
	Weighted Average Number of Equity Shares	2,04,14,605	1,99,69,286
	Nominal value of Equity Shares in ₹	10.00	10.00
	Basic Earning Per Share in ₹	(2.47)	(3.52)
	Diluted Basic Earning Per Share in ₹	(2.47)	(3.52)

The market price of the equity shares of the Company being less than the exercise price in respect of various outstanding options to subscribe to equity shares, the outstanding options as at the period end are considered to be anti-dilutive.

28. Commitments:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹ 212.99 Lakhs (Pr. Yr. ₹ 131.88 Lakhs).

b) Other Commitments- Non Cancellable operating leases (Refer Note 44).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

29. Contingent liabilities:

Sr. No.	Particulars	31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
a)	Contract of take out undertaking executed in favour of bank/ financial institution for loans given to subsidiaries. Loans outstanding at the year end for undertaking as above.	23,544.18 (Euro 340.00 Lakhs) 18,117.94 (Euro 261.64 Lakhs)	25,532.47 (Euro 340.00 Lakhs) 19,647.99 (Euro 261.64 Lakhs)
b)	Disputed demands by Income Tax Authorities. Amount paid under protest and shown as advance.	620.16 Nil	207.18 59.01
c)	Disputed demands by Sales Tax Authorities. Amount paid under protest and shown as advance.	3,308.95 Nil	3,342.22 26.30
d)	Disputed demands by Service Tax Authorities. Amount paid under protest and shown as advance.	368.22 Nil	368.22 61.37
e)	Disputed demands by Excise Authorities.	68.04	127.00
f)	Disputed demand by National Pharmaceutical Pricing Authority (NPPA)	190.58	190.58
g)	Claims against the Company not acknowledged as debts.	1,613.70	1,600.82
h)	Custom Duty on import under Advance License Scheme, pending fulfillment of Exports obligation.	2,778.07	2,424.16

The management considers the Service Tax, Excise Duty, Custom Duty, Sales Tax and Income Tax demand received from the authorities and demand received from NPPA are not tenable against the company, and therefore no provision for these contingencies has been made.

Further, the Company does not expect, in respect of aforesaid matters, to have any material adverse effect on the company's financial conditions, results of operations or cash flows.

Future cash flows in respect of liability under clause (a) is dependent on terms agreed upon with the parties and in respect of liability under clause (b) to (g) are dependent on decisions by relevant authorities of respective disputes.

30. Exim Bank has subscribed to 4,511 Preference Shares of Euro 1,000/- each of Wanbury Holding B. V., a subsidiary company pursuant to the Preference Share Subscription Agreement dated 7 December 2006. Pursuant to the said agreement, Exim Bank has exercised Put Option vide letter dated 8 November, 2011 and Company is required to pay USD 60 Lakhs (Pr. Yr. USD 60 Lakhs) [₹ 3,890.32 Lakhs (Pr. Yr. ₹ 3,979.97 Lakhs)] to acquire aforesaid preference shares. Further, State Bank of India, London has filed legal proceedings dated 28 February 2017, demanding repayment of Euro 38.23 Lakhs (Pr. Yr. Euro 32.60 Lakhs) [₹ 2,647.43 Lakhs (Pr. Yr.₹ 2,448.11 Lakhs)] together with interest till the date of repayment from the Company in terms of Guarantee & Loan agreement dated 27 September 2007 vide which aforesaid credit facilities was granted to Cantabria Pharma S L, the step down subsidiary of the Company. Both the above mentioned dues being part of the CDR Scheme will be accounted upon arriving at mutually agreed terms of settlement with the respective parties.

31. The Company has one segment of activity namely "Pharmaceuticals"

32. Erstwhile the Pharmaceutical Products of India Limited (PPIL) was merged with the Company, pursuant to the Order dated 24 April 2007, passed by Hon'ble Board for Industrial and Financial Reconstruction (BIFR).

The Hon'ble Supreme Court vide its order dated 16 May 2008, had set aside the above referred BIFR order and remitted the matter back to BIFR for considering afresh as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), in response to a petition filed by one of the unsecured creditors of erstwhile PPIL.

The BIFR had directed IDBI Bank, which was appointed as an Operating Agency, to formulate new Draft Rehabilitation Scheme (DRS) pursuant to the Order of Hon'ble Supreme Court of India dated 16 May 2008. In the meanwhile, the Company had sought legal opinion and the Company was advised to maintain status quo ante with respect to the merger under the said Scheme and that it should take further steps only on the basis of the fresh BIFR Order.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

In view of the above, the Company had maintained a status quo in the past. However, all actions taken by the Company pursuant to the sanctioned scheme were kept subject to and without prejudice to the order that may be passed by the BIFR while considering the case afresh pursuant to the directions of the Hon'ble Supreme Court in its order dated 16 May 2008.

As per BIFR Order dated 24 April 2007, statutory dues of erstwhile PPIL comprising of income tax ₹ 250.36 Lakhs, profession tax ₹ 6.06 Lakhs, custom duty ₹ 230 Lakhs, sales tax ₹ 8.50 Lakhs and excise duty ₹ 15.62 Lakhs were required to be paid in six annual installments and the Company has pursuant to the scheme, allotted Non Convertible Debentures (NCDs) of ₹ 242.50 Lakhs and Optionally Fully Convertible Debentures (OFCDs) of ₹ 581.99 Lakhs, to some of the lenders of erstwhile PPIL, out of which dues amounting to ₹ 152.67 Lakhs and ₹ 581.99 Lakhs in respect of NCDs and OFCDs respectively, remains payable at the period end. Since BIFR was considering the matter afresh, pending fresh directives from the BIFR, aforesaid dues were not paid.

However, the Government of India had, vide Notification No. S.O. 3568(E) dated 25 November 2016, notified the SICA Repeal Act, 2003, w.e.f. 1 December 2016, and as a consequence thereof, BIFR and AAIFR stood dissolved w.e.f. 1 December 2016. Simultaneously, in terms of Section 252 of Insolvency & Bankruptcy Code ("IBC 2016"), the government amended Section 4(b) of the said repeal act in the manner specified in the Eighth Schedule of IBC 2016, resulting in the abatement of all pending proceedings including pending merger scheme before BIFR.

In view of the foregoing developments, the management is currently considering various other options under the available laws and as may be advised by experts either to regularize lawfully all acts and deeds done under the erstwhile merger scheme or to undo what was done in pursuance and as a sequel of the erstwhile merger scheme sanctioned by BIFR vide order dated 24 April 2007.

33. The Corporate Debt Restructuring (CDR) proposal of the Company, having 30 September 2010 as the cutoff date, has been approved by the CDR Cell vide its Letter of Approval (LOA) dated 23 May 2011. Subsequently on execution of the Master Restructuring Agreement (MRA) dated 19 September 2011, effect of CDR Scheme has been given in the financial statements as per the MRA.

MRA among other terms and conditions, provide for:

a) Additional fund, non fund based assistance from the CDR lenders;

b) Promoters to bring further contributions in stages;

c) Reporting and other compliances by the Company;

d) Right to the CDR lenders to convert at their option, the whole of the outstanding amount or 20% of rupee equivalent of the defaulted amount into fully paid up equity shares of the Company at par, in case of certain defaults by the Company; and

e) Right to receive recompense for the reliefs and sacrifices extended by Lenders within the CDR parameters with the approval of the CDR Empowered Group.

34. FCCB 'A' Bonds have matured on 23 April 2012. The Company had negotiated terms with bond holders holding 200 bonds and had been accounted for accordingly. For 30 FCCB 'A' Bonds, pending negotiation with bond holders, effect given in the financial statements are as per the terms at the time of issue of the bonds.

35. Some of the balances of trade receivables, trade payables, loans and advances are subject to confirmation/reconciliation and adjustments, if any.

36. Excise duty includes ₹ 24.24 lakhs (Pr. Yr. ₹ 46.36 lakhs) being net impact of the excise duty provision on opening and closing stock of finished goods.

37. Disclosure of trade payable as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the Company regarding the status of the suppliers:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal	Nil	Nil
Interest	Nil	Nil
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act 2006.	Nil	Nil
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act 2006.	Nil	Nil

38. The deferred tax assets (liabilities) arising out of timing differences comprise of the followings major components:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Liabilities:		
Depreciation	1,341.13	1,316.96
Assets:		
43 B Disallowance and other deferments	3,493.51	4,088.42
Losses & Unabsorbed Depreciation	1,924.38	2,260.74
Total Assets	5,417.89	6,349.16
Deferred Tax Asset Restricted to*	1,341.13	1,316.96
Net Deferred Tax Assets (Liabilities)	Nil	Nil

*As a measure of prudence, deferred tax assets are recognised to the extent of deferred tax liabilities.

39. (a) Managerial Remuneration:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Salary & Allowances	Nil	Nil
Contribution of P.F. & Other Funds	5.23	5.23

Above excludes, provision for the future liabilities in respect of retirement benefits, which are based on actuarial valuation done on overall Company basis and excess remuneration.

During the year, the Company has recovered ₹ 19.37 Lakhs pertaining to Financial year ended 31 March 2012, ₹ 19.62 Lakhs pertaining to Financial year ended 31 March 2013, ₹ 93.51 Lakhs pertaining to Financial period ended 30 September 2014 and ₹ 33.69 Lakhs pertaining to Financial period ended 31 March 2015 aggregating ₹ 166.19 Lakhs from Mr. K. Chandran, WTD of the Company.

The Company has applied to the Central Government for the approval of excess remuneration amounting to ₹ 49.77 Lakhs pertaining to F.Y. 2015-16. Pending approval, the same is shown as recoverable in the Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Further, excess remuneration amounting to ₹ 41.77 Lakhs for the F.Y. 2016-17 is shown as recoverable in the Financial Statements.

Amount recoverable from Director aggregating to ₹ 91.54 Lakhs (Pr. Yr. ₹ 215.96 Lakhs) is shown under "Short Term Loans & Advances" (Refer Note 18).

(b) Sitting fees to directors ₹ 13.30 Lakhs (Pr. Yr. ₹ 13.34 Lakhs).

40. Details of Auditors Remuneration:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Statutory Auditors Remuneration :		
- Audit Fees	12.50	12.50
- Taxation Matters	Nil	3.50
- Certification & Other Matters	6.56	6.08
- Out of Pocket Expenses	0.40	0.07
Branch Auditors Remuneration :		
- Branch Auditor Fees	1.50	1.50
- Certification & Other Matters	1.50	1.50
- Out of Pocket Expenses	0.85	0.82
Cost Auditors Remuneration :		
- Cost Auditor Fees	1.75	1.25

Note: Above figures are exclusive of service tax**.**

41. a) Earning in Foreign Currency :

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
FOB Value of Exports	19,070.22	16,770.15
Freight, Insurance etc.	424.50	447.58

b) CIF Value of Imports :

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Raw Materials [Including High Seas purchases ₹ 310.29 Lakhs (Pr. Yr. ₹ 923.93 Lakhs]	4,104.80	5,102.40
Capital Goods	71.71	353.65

c) Expenditure in Foreign Currency:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Interest	241.80	298.43
Commission expense	55.90	67.68
Legal & Professional Fees	70.40	66.00
Licence Fees	183.21	90.12
Other Expenses (including traveling and business promotion)	240.14	184.54

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

42. Employee Benefits

As required by Accounting Standard- 15 "Employees Benefits" the disclosure are as under:

Defined Contribution Plans

The Company offers its employees defined contribution plans in the form of Provident Fund (PF) and Employees' Pension Scheme (EPS) with the Government, and certain State plans such as Employees' State Insurance (ESI). PF and EPS cover substantially all regular employees and the ESI covers certain workers. Contributions are made to the Government's funds. While both the employees and the Company pay predetermined contributions into the provident fund and the ESI Scheme, contributions into the pension fund is made only by the Company. The contributions are normally based on a certain proportion of the employee's salary.

During the year, the Company has recognised the following amounts in the Account:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Provident Fund, Employee's Pension Scheme and MLWF	397.32	367.56
Employees State Insurance	40.16	29.21
Super Annuation Fund	4.04	3.78
TOTAL	**441.53**	**400.55**

Defined Benefit Plans

Gratuity:

The Company makes annual contributions to the Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of the LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

a) **On normal retirement/early retirement/withdrawal/resignation:**

As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 5 years of service.

b) **On the death in service:**

As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

Disclosures for defined benefit plans (i.e. Gratuity Funded Plan) based on actuarial reports as on 31 March 2017:

(₹ in Lakhs)

Sr. No.	Particulars	31 March 2017	31 March 2016
a)	**Changes in Defined Benefit Obligation**		
	Opening defined benefit obligation	518.41	425.99
	Current service cost	99.26	112.04
	Interest cost	37.41	32.80
	Actuarial loss / (gain)	(25.81)	(28.41)
	Benefit (paid)	(65.02)	(24.01)
	Closing defined benefit obligation	564.26	518.41
b)	**Changes in Fair Value of Assets**		
	Opening fair value of plan assets	20.90	19.68
	Expected return on plan assets	1.64	1.67
	Actuarial gain / (loss)	(3.29)	(2.74)
	Contributions of employer	68.15	26.29
	Benefits (paid)	(65.01)	(24.00)
	Closing fair value of plan assets	22.38	20.90

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Sr. No.	Particulars	31 March 2017	31 March 2016
c)	**Amount recognised in the Balance Sheet**		
	Present value of the obligations as at period end	564.26	518.41
	Fair value of the plan assets as at period end	22.38	20.90
	Net (asset) / liability recognized as at period end	541.88	497.51
d)	**Expenses recognised in the Statement of Profit and Loss Account**		
	Current service cost	99.26	112.04
	Interest on defined benefit obligation	37.41	32.80
	Expected return on plan assets	(1.64)	(1.67)
	Net actuarial loss / (gain) recognized in the current period	(22.52)	(25.68)
	Total expense	112.51	117.49
e)	**Asset information**		
	Government of India Securities	Nil	Nil
	Equity shares of listed companies	Nil	Nil
	Property	Nil	Nil
	Bank Balance	Nil	Nil
	Funds managed by Insurer	100%	100%
f)	**Principal actuarial assumptions used**		
	Discount rate (p.a.)	7.31%	7.70%
	Expected rate of return on plan assets (p.a.)	7.31%	8.00%
	Annual increase in salary cost (p.a.)	7.50%	7.50%

The estimates of future salary increase, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The expected contribution for Defined Benefit Plan for the next financial year will be in line with current financial period.

Death Benefit:

The Company provides for death benefit, a defined benefit plan, (the death benefit plan) to certain categories of employees. The death benefit plan provides a lump sum payment to vested employees on death, being compensation received from the insurance company and restricted to limits set forth in the said plan. The death benefit plan is non – funded.

Leave Encashment:

The Company's employees are entitled for compensated absences which are allowed to be accumulated and encashed as per the Company's rule. The liability of compensated absences, which is non-funded, has been provided based on report of independent actuary using the "Projected Unit Credit Method".

Accordingly aggregate of ₹ 486.07 Lakhs (Pr. Yr. ₹ 416.92 Lakhs) being liability as at the year/period-end for compensated absences as per actuarial valuation has been provided in the accounts.

43. During the period, the Company has entered into forward exchange contract, being derivative instrument for hedge purpose and not intended for trading or speculation purposes, to establish the amount of currency in Indian Rupees required or available at the settlement date of certain payables and receivables.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Details of the forward contract outstanding at the period end are as under:

Currency	Buy or Sell	Cross Currency	Amount in US $	
			31 March 2017	31 March 2016
US $	Sell	INR	64.75 Lakhs	80.00 Lakhs

The period end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as below:

Particulars	Foreign Currency	Foreign Currency Amount in Lakhs		₹ in Lakhs	
		31 March 2017	31 March 2016	31 March 2017	31 March 2016
Amount Receivable	EURO	4.42	4.90	306.36	368.32
	CNY	0.12	-	1.17	-
Amount Payable	EURO	34.13	40.66	2,363.52	3,053.05
	USD	69.63	53.10	4,514.81	3,522.48

44. Disclosure for operating leases under Accounting Standard 19 - "Accounting for Leases":

The Company has taken various premises under operating lease. These are generally cancellable and ranges from 11 months to 60 months and are renewable by mutual consent on mutually agreeable terms. Some of these lease agreements have price escalation clauses. There are no restrictions imposed by lease arrangements and there are no sub leases. There are no contingent rents. The lease payments of ₹ 354.72 Lakhs (Pr. Yr. ₹ 372.73 Lakhs) are recognised in the Statement of Profit and Loss under "Rent" under Note 26.

The Company does not have non-cancellable operating leases during the current and previous financial year.

45. Disclosure required by regulation 53(f) of SEBI (Listing Obligations and Disclosure Requirements, 2015):

a) Interest free Loans/Advances in the nature of Loans/Loans & Advances to:

(₹ in Lakhs)

Particulars	Outstanding as on 31 March 2017	Maximum Balance Outstanding during the period
Bravo Healthcare Ltd.	7,589.67 (Pr. Yr. 7,598.04)	7,598.04 (Pr. Yr. 7,598.04)
Cantabria Pharma S. L. - a subsidiary company	1,219.33 (Pr. Yr. 1,219.33)	1,219.33 (Pr. Yr. 1,219.33)

b) Investment by loanee:

Particulars	Number of Shares	Amount
- Cantabria Pharma S.L. in Laboratories Wanbury S. L.	3,010 (Pr. Yr. 3,010)	₹ 2.03 Lakhs Equivalent to Euro 3,010 (Pr. Yr. ₹ 2.03 Lakhs Equivalent to Euro 3,010)

46. Related Party Disclosure:

A. Relationship:

Category I: Major Shareholders:

- Expert Chemicals (India) Pvt. Ltd.

Category II: Subsidiary Companies:

- Wanbury Holding B. V. (Netherlands)
- Cantabria Pharma S. L. (Spain)
- Ningxia Wanbury Fine Chemicals Co. Ltd (China)
- Wanbury Global FZE (Ras-Al-Khaimah, UAE)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Category III: Key Management Personnel and their relatives:

- Mr. K. Chandran-Vice Chairman
- Mr. P. V. Pasupathy-President API (upto 31.03.2017)
- Mr. Vinod Verma – Chief Financial Officer (w.e.f. 22.04.2016)
- Mr. Jitendra Gandhi – Company Secretary

Category IV: Others (Enterprise owned or significantly influenced by key

Management personnel or their relatives)

- Wanbury Infotech Pvt. Ltd
- Bravo Healthcare Limited
- Wanbury Pharma Limited

B. Transactions carried out with related parties:

(₹ in Lakhs)

Sr. No.	Transactions	Category	31 March 2017	31 March 2016
1)	**Share Application Money received:**			
	Expert Chemicals (India) Pvt. Ltd. *includes Advances taken adjusted against Share Application money of ₹ 201 Lakhs	I	Nil	*1,222.31
2)	**Allotment of Shares at Premium**			
	Expert Chemicals (India) Pvt. Ltd.	I	1,222.31	Nil
3)	**Remuneration paid:**			
	Mr. P. V. Pasupathy	III	335.38	296.66
	Mr. Vinod Verma	III	90.22	Nil
	Mr. Jitendra Gandhi	III	26.44	22.08
4)	**Excess Remuneration to Director treated as Receivable (Refer Note 39):**			
	Mr. K. Chandran	III	41.77	49.77
5)	**Repayment of Loans and Advances given:**			
	Bravo Healthcare Ltd.	IV	8.37	Nil
6)	**Information Technology Services taken:**			
	Wanbury Infotech Pvt. Ltd.	IV	243.90	235.06
7)	**Advances written off adjusted against Provision for Advances:**			
	Ningxia Wanbury Fine Chemicals Co. Ltd. (China)	II	Nil	124.11

C. Balances due from/to related parties:

(₹ in Lakhs)

Sr. No.	Particulars	Category	31 March 2017	31 March 2016
1)	**Advances taken:**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	Nil
2)	**Loans and Advances given:**			
	Ningxia Wanbury Fine Chemicals Co. Ltd.	II	Nil	Nil
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	7,589.67	7,598.04
3)	**Share Application Money pending allotment**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	1,222.31

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Sr. No.	Particulars	Category	31 March 2017	31 March 2016
4)	**Amount Payable:**			
	Wanbury Infotech Pvt. Ltd.	IV	49.79	57.82
5)	**Excess Remuneration Receivable:**			
	Mr. K. Chandran	III	91.54	215.96
6)	**For Investments and Diminution in value of investments: Refer Note 12.6**			

47. Consumption of Raw Materials and Packing Materials:

(₹ in Lakhs)

Item	31 March 2017	31 March 2016
DCDA	5545.67	5,141.83
DMA Hcl	4203.30	3,881.79
Methanol	805.30	760.08
Meta Bromo Anisole	440.70	1,173.48
Others	4,200.15	3,563.00
Total	**15,195.12**	**14,520.18**

Particulars	31 March 2017		31 March 2016	
	%	₹ in Lakhs	%	₹ in Lakhs
Imported(including High Sea purchases)	38.17	5,799.76	37.08	5,384.25
Indigenous	61.83	9,395.36	62.92	9,135.93
	100.00	**15,195.12**	**100.00**	**14,520.18**

48. Consumption of Consumable Stores is wholly indigenous in the current and previous year.

49. Details of Closing Stocks of Finished/ Traded Goods:

(₹ in Lakhs)

Class of Goods	31 March 2017	31 March 2016
a) Finished Goods/Bulk Drugs	**430.47**	**567.40**
Traded Goods		
b) Formulations:		
Liquids	208.15	133.89
Tablets	387.17	306.03
Vials	34.64	29.33
Capsules	60.19	78.52
Ampoule	11.11	3.42
Others	0.19	0.16
Sub Total (b)	**701.45**	**551.35**
c) Processed Food		
Powders	36.17	9.58
Liquids	9.84	20.72
Sub Total (c)	**46.01**	**30.30**
Total (a+b+c)	**1,177.93**	**1,149.05**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

50. Details of Purchases & Sales of Finished/Traded Goods:

(₹ in Lakhs)

Class of Goods	Purchase during the period		Sales during the period	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
A) Finished Goods/ Bulk Drugs	Nil	Nil	30,430.06	28,325.60
B) Traded Goods				
i) **Formulations:**				
Liquids	808.88	846.32	2,193.68	2,488.04
Tablets	2,212.24	1,968.92	7,721.66	7,546.24
Vials	69.71	47.08	140.71	183.57
Capsules	399.06	454.77	2016.57	2,443.38
Ampoule	34.38	7.89	95.55	105.42
Others	125.70	79.70	15.96	38.35
Sub-Total (i)	**3,649.97**	**3,422.68**	**12,184.15**	**12,805.01**
ii) **Processed Food :**				
Powders	224.07	221.41	524.13	628.91
Liquids	43.31	50.38	70.51	83.87
Sub-Total (ii)	**267.37**	**271.79**	**594.65**	**712.38**
Sub-Total (B)	**3,917.35**	**3,694.47**	**12,778.81**	**13,517.39**
C) Others	Nil	Nil	55.63	75.91
Total (A+B+C)	**3,917.35**	**3,694.47**	**43,264.50**	**41,918.90**

Note - Sales excludes free replacements /offers.

51. The Company has instituted Employee Stock Option Scheme 2016 ("Wanbury ESOP 2016") during the year which was approved by the shareholders vide their resolution dated 29 September, 2016. The Board of Directors of the Company had granted 3,00,000 option to employee pursuant to the ESOP 2016 on 29th November 2016. Each option entitles an employee to subscribe to one equity share of the Company at an exercise price of ₹ 10/- per share. Further, all the options granted have lapsed during the year due to the resignation of employee.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

52. Net-worth of the Company as on 31 March 2017 is negative. The Company has initiated various measures, including restructuring of debts/ business and infusion of funds etc. Consequently, in the opinion of the management, operations of the Company will continue without interruption and hence, financial statements are prepared on a "going concern" basis.

53. During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R.308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNS*	Other Denomination Notes	Total
	₹	₹	₹
Closing cash in hand as on 8 November 2016	9,99,500	1,09,197	11,08,697
(+) Permitted receipts	-	12,96,411	12,96,411
(-) Permitted payments	-	11,25,316	11,25,316
(-) Amount deposited in Banks	9,99,500	60	9,99,560
Closing cash in hand as on 30 December 2016	-	2,80,232	2,80,232

*For the purposes of this clause, the term 'Specified bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

54. Figures of previous financial period are regrouped/ rearranged wherever necessary.

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

Nikhil Patel
Partner

Mumbai, 30th May 2017

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WANBURY LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **WANBURY LIMITED** ("the Holding Company") and its subsidiaries (collectively referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2017, and the consolidated loss of the Group and the consolidated cash flows of the Group for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the Notes to the consolidated financial statements:

1. Consolidated Financial Statements are prepared on a "going concern" basis as stated in Note 47;
2. The Company has given guarantee in respect of EXIM Bank's investments of USD 60 Lakhs (₹ 3,890.32 Lakhs) in Wanbury Holding B.V., a subsidiary of the Company, and State Bank of India's loan of Euro 38.23 Lakhs (₹ 2,647.43 Lakhs) to Cantabria Pharma S.L., the step down subsidiary of the Company, which have been invoked by the respective parties. Further, State Bank of India, London has filed legal proceedings dated 28 February 2017 demanding repayment of dues.

The aforesaid dues being part of the CDR Scheme will be accounted upon arriving at mutually agreed terms of settlement with the respective parties as stated in Note no 31;

3. Note No. 33 of the financial results regarding the status of merger of erstwhile PPIL with the Company.

Our opinion is not qualified in respect of these matters.

Other Matters

We did not audit the financial statements/financial information of three subsidiaries whose financial statements/financial information reflect total assets of ₹ 128.18 Lakhs as at 31 March 2017, total revenues of ₹ Nil and net cash inflows amounting to ₹ 0.26 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India.
   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
   g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The consolidated financial statements disclose the impact, if any, of pending litigations as at 31 March 2017, on its financial position– Refer Note 30 to the consolidated financial statements;
      ii. The Group has not entered into any long-term contracts including derivative contracts requiring provision under the applicable law or accounting standards, for material foreseeable losses.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
      iv. The Company has provided requisite disclosures in its Consolidated financial statements as to holdings as well as dealings in Specified bank Notes during the period from 8 November 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the Company – Refer Note 49 to the Consolidated financial statements.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M.No.37032

Mumbai, 30th May 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in para 1 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the consolidated financial statements for the year ended 31 March 2017.)

Report on the Internal Financial Controls under Clause (*i*) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of the Holding Company as of that date.

Management's Responsibility for Internal Financial Controls

Board of Directors of the Holding company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the above mentioned Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid reports under Section 143(3)(*i*) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting is restricted to the Holding Company since all the subsidiaries of the Group are foreign subsidiaries, which are not subject to the Report on the Internal Financial Controls.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M.No.37032

Mumbai, 30th May 2017

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2017

₹ in Lakhs

	Note No.	31 March 2017	31 March 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	2,322.01	1,996.93
Reserves and Surplus	4	(21,710.74)	(22,096.03)
		(19,388.73)	(20,099.10)
Share Application money Pending Allotment		-	1,222.31
Minority interest	31	2,666.24	2,666.24
Non-Current Liabilities			
Long-term borrowings	5	26,053.79	23,092.33
Other Long term liabilities	6	468.00	1,168.33
Long-term provisions	7	955.35	876.46
		27,477.14	25,137.12
Current Liabilities			
Short-term borrowings	8	6,365.24	9,059.95
Trade payables			
- Due to Micro & Small Enterprises	38	-	-
- Due to Others		12,954.78	8,610.99
Other current liabilities	9	11,315.39	11,892.47
Short-term provisions	10	411.95	297.16
		31,047.36	29,860.57
TOTAL		**41,802.01**	**38,787.14**
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		18,544.74	17,549.64
Intangible assets		89.08	103.42
Fixed Asset held for sale		373.59	373.59
Capital work-in-progress		957.92	1,441.80
		19,965.33	19,468.45
Non-current investments	12	0.91	0.91
Long term loans and advances	13	2,894.26	2,898.37
Other non-current assets	14	37.45	26.43
		22,897.95	22,394.16
Current assets			
Inventories	15	3,422.76	3,461.35
Trade receivables	16	9,113.66	7,494.16
Cash and Bank Balances	17	983.42	722.06
Short-term loans and advances	18	4,343.15	3,673.70
Other current assets	19	1,041.07	1,041.71
		18,904.06	16,392.98
TOTAL		**41,802.01**	**38,787.14**
Significant Accounting Policies	**2**		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

Nikhil Patel
Partner

Mumbai, 30th May 2017

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH 2017

₹ in Lakhs

	Note No.	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016
REVENUE:			
Revenue from operations (Gross)	20	44,645.34	43,377.95
Less: Excise duty		982.52	1,051.79
Revenue from operations (Net)		43,662.82	42,326.16
Other Income	21	774.51	140.43
TOTAL REVENUE		**44,437.33**	**42,466.59**
EXPENSES:			
Cost of materials consumed	22	15,195.12	14,520.18
Purchase of Stock in Trade		3,917.35	3,694.47
Changes in inventories of Finished Goods, Work in Progress and Stock in Trade	23	584.99	24.94
Employee benefits expense	24	8,756.50	8,559.39
Finance costs	25	2,089.78	3,186.81
Depreciation and amortisation expense	11	1,031.55	905.24
Other expenses	26	13,322.54	12,290.20
TOTAL EXPENSES		**44,897.83**	**43,181.23**
Profit (Loss) before tax		**(460.50)**	**(714.64)**
Tax expense:			
- Current tax expenses		-	-
- Tax expenses (benefits) for earlier years		44.70	-
Net Current Tax Expense		44.70	-
- Deferred tax (net)		-	-
Profit (Loss) for the year from Continuing Operations		**(505.20)**	**(714.64)**
There are no Exceptional, Extra Ordinary Items and Discontinuing Operations.			
Basic & Diluted Earning (Deficit) Per Share in ₹	27	(2.47)	(3.58)
[Face Value of Equity Share ₹ 10/-]			
Significant Accounting Policies	2		
The accompanying notes are an integral part of these financial statements.			

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

Nikhil Patel
Partner

Mumbai, 30th May 2017

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

₹ in Lakhs

		31 March 2017	31 March 2016
A	**Cash flows from Operating Activities**		
	Net Profit (Loss) before Tax	(460.50)	(714.64)
	Adjustments for:		
	Depreciation and amortisation	1,031.55	905.24
	(Profit) Loss on Fixed Assets Sold (Net)	-	102.67
	Provision for Doubtful Trade Receivables	125.00	100.00
	Provision for Doubtful Advances	85.00	-
	Finance Cost	2,089.78	3,186.81
	Unrealised Exchange (Gain) Loss (Net)	(254.06)	480.06
	Interest Income	(49.63)	(56.05)
	Amount Written Back (Net)	(10.93)	-
	Amounts Written Off (Net)	-	66.16
	Operating Profit (Loss) before Working Capital Changes	**2,556.22**	**4,070.25**
	Changes in Working Capital:		
	Decrease (Increase) in Trade Receivable	(1,731.50)	2,382.03
	Decrease (Increase) in Long term Loans and Advances	22.55	(960.00)
	Decrease (Increase) in Short term Loans & Advances	(754.45)	(112.42)
	Decrease (Increase) in Inventories	38.59	(84.55)
	Increase (Decrease) in Other Long term liabilities	(27.60)	(35.04)
	Increase (Decrease) in Other Current Liabilities	(272.82)	154.37
	Increase (Decrease) in Long term provisions	78.88	128.37
	Increase (Decrease) in Short term provisions	74.54	61.10
	Increase (Decrease) in Trade Payables	4,365.90	(1,307.11)
	Increase (Decrease) in Foreign Currency Translation Reserve	(6.74)	9.61
	Cash Generated from (Used in) Operations	**4,343.57**	**4,306.62**
	Direct Taxes Paid (Net of Refunds/Prior Years Adjustments)	(4.45)	(1.35)
	Net Cash generated from (Used in) Operating Activities	**4,339.12**	**4,305.26**
B	**Cash flows from Investing Activities**		
	Capital Expenditure on Fixed Assets including Capital Advances	(1,470.23)	(2,121.44)
	Proceeds from Sale of Fixed Assets	-	0.13
	Interest Income Received	50.38	75.22
	Bank Balance not considered as Cash and Cash Equivalents (Net)	67.35	82.61
	Net Cash generated from (Used in) Investing Activities	**(1,352.50)**	**(1,963.48)**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

₹ in Lakhs

		31 March 2017	31 March 2016
C	**Cash flows from Financing Activities**		
	Repayment of Borrowings	(1,094.16)	(1,698.78)
	Interest Paid	(1,552.61)	(2,320.90)
	Advance received for allotment of equity shares	-	1,222.31
	Unpaid Dividend transfer to Investor Education Protection Fund	-	(9.50)
	Net Cash generated from (Used in) Financing Activities	**(2,646.78)**	**(2,806.86)**
	Net Increase (Decrease) in Cash & Cash Equivalents	**339.84**	**(465.08)**
	Cash and Cash equivalents as at the beginning of the Year	162.71	627.78
	Cash and Cash Equivalents as at the end of the Year (Refer Note 17.1)	**502.55**	**162.71**

1. Figures in brackets indicates outflow.
2. Previous year's figures are regrouped & recasted wherever required.

Significant Accounting Policies (Refer Note 2)

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Kapoor & Parekh Associates
Chartered Accountants

Nikhil Patel
Partner

Mumbai, 30th May 2017

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. GENERAL INFORMATION:

Wanbury Limited ("the Holding Company") is a public company domiciled in India. The Holding Company is engaged in the business of pharmaceutical and related activities, including research.

2. SIGNIFICANT ACCOUNTING POLICIES:

2.1. Basis of Accounting

The Consolidated Financial Statement ("CFS") comprises the financial statements of the Holding Company and its Subsidiaries (hereinafter referred to as "the Group"). The financial statements of the subsidiaries used in the consolidation are drawn upto the same reporting date as that of the Holding Company.

The accompanying CFS of the Holding Company has been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Holding Company has prepared these CFS to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with relevant rules thereunder, and other recognized accounting practices and policies generally accepted in India. The CFS have been prepared on an accrual basis and under the historical cost convention unless otherwise specified. The accounting policies adopted in the preparation of CFS are consistent with those of previous year unless otherwise specified.

2.2. Principles of Consolidation:

i) The Financial statements of the Holding Company and its subsidiaries have been consolidated in accordance with the Accounting Standard 21 (AS 21) "Consolidated Financial Statements", on line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group transactions and unrealised profits/ losses.

ii) The financial statements of the Holding Company and its subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

2.3. Operating Cycle :

Based on the nature of its activities, the Holding Company has considered its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities.

2.4. Use of Estimates:

Preparation of CFS in conformity with Indian GAAP requires judgements, estimates and assumption to be made, that affect reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses during the reported period. Actual results could differ from these estimates and differences between the actual results and estimates are recognised in the period in which results are known/ materialised.

2.5. Inventories:

Raw materials and packing materials are valued at lower of cost and net realisable value, cost of which includes duties and taxes (net off CENVAT and VAT, wherever applicable) and is arrived at on moving weighted average cost basis. Cost of imported raw materials and packing materials lying in bonded warehouse includes customs duty. However, materials and other items held for use in production of inventories are not written below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished products including traded goods and work-in-progress are valued at lower of cost and net realisable value. Cost is arrived at on weighted average cost basis.

Cost of finished products and work-in-progress includes material cost, labour, direct expenses, production overheads and excise duty, where applicable.

2.6. Cash Flow Statements :

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of the non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.7. Cash and Cash Equivalents :

Cash and Cash Equivalents for the purpose of cash flow statement comprise of cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short term highly liquid investments with an original maturity of three months or less.

2.8. Fixed Assets:

Tangible assets are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use, less accumulated depreciation/ amortisation/ impairment losses, if any, and adjusted by revaluation of certain fixed assets. Assets held for disposal are stated at the lower of net book value and net realisable value.

Intangible assets are stated at cost or acquisition less accumulated amortization and impairment loss, if any. Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest, if any.

2.9. Depreciation and Amortisation:

2.9.1. In case of Holding Company

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets is provided on Straight Line Method based on useful lives of the assets specified in Schedule II of the Companies Act, 2013.

Premium on leasehold land is being written off over the period of lease. Computer software are amortised over estimated useful life.

Brands and Technical Know-how are amortized over a period of ten and five years respectively.

Depreciation is not provided in respect of assets held for sale.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2.9.2. In Case Of Subsidiary at China

Computers are depreciated @ 30% p.a. on SLM basis.

2.10. Revenue Recognition :

Revenue on sales is recognised when risk and rewards of ownership of products are passed on to customers, which are generally on dispatch of goods. The amount recognised as revenue is exclusive of sales tax, value added tax ("VAT"), and is net off returns, applicable trade discounts and allowances. Excise duty collected on sales is shown by way of deduction from sales. Sales are also netted off for probable non – saleable return of goods from the customers, estimated on the basis of historical data of such returns. Incomes from services are recognised when services are rendered. Dividend income is recognised when right to receive dividend is established.

Interest income is recognised on time proportion basis.

Export benefits available under prevalent schemes are accrued in the period in which the goods are exported and accounted to the extent considered receivable.

Revenue is recognised when there is reasonable certainty of its realisation.

2.11. Insurance Claims:

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect the ultimate collection.

2.12. Research and Development :

Research & development expenditures of revenue nature are charged to the respective heads in the Statement of Profit & Loss in the year in which it is incurred and expenditures of capital nature are added to respective fixed assets.

2.13. Excise and Custom Duty :

Excise and custom duty is accounted on the basis of payment made in respect of goods cleared and provision is made for goods lying in bonded warehouse and included in the valuation of inventory.

2.14. CENVAT, Service Tax and VAT Credit :

CENVAT, service tax and VAT credit receivable/ availed are treated as an asset when there is reasonable certainty in availing/ utilising the credits and relevant expenses being accounted net of such credit. Further the said assets are reduced to the extent of their utilisation.

2.15. Foreign Currency Transactions / Translation :

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction.

The net gain or loss on account of exchange differences arising on settlement of foreign currency transactions and/ or restatement are dealt with in the Statement of Profit & Loss as income or expense of the period in which they arise. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported using the rate prevailing as on that date. The resultant exchange differences are recognised in the Statement of Profit & Loss.

In respect of the Forward Exchange contracts with underlying transaction, the premium or discount arising at the inception of such contracts are recognised as expenses or income over the life of the contract.

Exchange differences on such contracts are recognised in the Statement of Profit & Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

The financial statements of foreign subsidiaries, whose operations are non-integral foreign operations for the Holding Company, have been translated to Indian Rupees on the following basis:

i) All income and expenses are translated at the average rate of exchange prevailing during the period.

ii) Monetary and Non-monetary assets and liabilities are translated at the closing rate on the Balance Sheet date.

iii) The resulting exchange difference is accounted in 'Foreign Currency Translation Reserve'.

2.16. Investments:

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments.

Long term investments are carried individually at cost, less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually at lower of cost and realisable value.

Cost of investments includes expenses directly incurred on acquisition of investments.

Investments in foreign currency are stated at cost by converting at exchange rate prevailing, at the time of acquisition/ remittance.

2.17. Employee Benefits :

i) **Short Term Employee Benefits :**

These are recognised as an expense at the undiscounted amount in the Statement of Profit & Loss of the period in which the related services are rendered. Short term compensated absences are provided for based on actuarial valuation in accordance with company's policies.

ii) **Post Employment Benefits :**

Company's contribution for the period paid/ payable to defined contribution retirement benefit schemes are charged to Statement of Profit & Loss.

Company's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per the actuarial valuation carried out at the balance sheet date.

Defined benefit in the form of compensated absences is provided for based on actuarial valuation at the year-end in accordance with Company's policies.

2.18. Borrowing Costs:

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs that are attributable to acquisition, construction or production of a qualifying asset are capitalised as cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit & Loss in the period in which they are incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2.19. Operating Leases :

Assets taken on lease under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating leases are recognised as expenses on accrual basis in accordance with respective lease agreements.

2.20. Earnings Per Share :

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.21. Accounting for Tax :

Tax expense comprises of Current and Deferred tax.

Current tax is measured on the basis of tax provisions of the respective countries.

Deferred tax resulting from timing differences between the accounting income and taxable income for the period is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date. The carrying amount of deferred tax assets/ liabilities is reviewed at each Balance Sheet date. The carrying amount of deferred tax asset is written down to the extent that it is no longer reasonably/ virtually certain, that sufficient future taxable income will be available against which deferred tax asset can be realised.

In case of the Holding Company, MAT Credit Entitlement as per the provisions of the Income Tax Act, 1961 is treated as an asset by credit to the Statement of Profit & Loss.

2.22. Impairment of Assets:

The fixed assets are reviewed for impairment at each Balance Sheet date. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to Statement of Profit & Loss in the period in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

2.23. Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognised only when there is present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of obligation can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimates.

Contingent liabilities are disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of amount of the obligation cannot be made. Contingent liabilities are not recognised but are disclosed in the notes.

Contingent assets are neither recognised nor disclosed in the CFS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ In Lakhs	31 March 2016 ₹ In Lakhs
3	**Share Capital**		
	Authorised		
	20,00,000 Preference shares of ₹ 100/- each	2,000.00	2,000.00
	3,00,00,000 Equity Shares of ₹ 10/- each	3,000.00	3,000.00
		5,000.00	**5,000.00**
	Issued, Subscribed and Paid-Up		
	2,32,20,117 (Pr. Yr. 1,99,69,286) Equity Shares of ₹ 10/- each fully paid up	2,322.01	1,996.93
	Total Share Capital	**2,322.01**	**1,996.93**

3.1 **Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period:**

Particulars	31 March 2017		31 March 2016	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the period	1,99,69,286	1,996.93	1,99,69,286	1,996.93
Add: Shares allotted as fully paid up during the period	32,50,831	325.08	-	-
Shares outstanding at the end of the period	2,32,20,117	2,322.01	1,99,69,286	1,996.93

3.2 **Terms/Rights attached to equity shares**

The Holding Company has only one class of equity shares with voting rights having a par value of ₹10 per share. The Company declares & pays dividend in Indian rupees.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the shareholders.

3.3 **Outstanding Options to subscribe to equity shares**

11,25,236 warrants of the face value of ₹ Nil have been allotted to the shareholders of Erstwhile PPIL as per the BIFR order. The warrant holders have the right to subscribe to one equity share of ₹ 10/- each at the premium of ₹ 125/- per share which is exercisable within five years from 27 June 2007, being the date of allotment of the warrants. Also Refer note 33.

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of face value of ₹ 1,000/- each were allotted to the lenders of erstwhile PPIL pursuant to the order dated 24 April 2007 of Hon'ble BIFR. OFCD were convertible between 1 November 2008 and 30 April 2012 into its equity shares at a price of ₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right. The matter is under fresh consideration of BIFR pursuant to the order dated 16 May 2008 of Hon'ble Supreme Court. Refer note 33.

Refer Note 34 for rights of lender under CDR scheme to convert dues into equity shares of the Company under certain condition stipulated in Master Restructuring Agreement dated 19 September 2011.

3.4 **Details of equity shares held by each shareholders holding more than 5%**

Name of Shareholder	31 March 2017		31 March 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kingsbury Investments Inc.	30,24,000	13.02%	30,24,000	15.14%
Expert Chemicals (India) Pvt. Ltd.	1,00,05,561	43.09%	67,54,730	33.83%

3.5

Particulars	31 Mar 2017 No of Shares of FV ₹ 10	31 Mar 2016 No of Shares of FV ₹ 10
Equity Shares reserved for issuance under Employee Stock Options Plan 2016 of the Holding Company	**9,98,464**	**9,98,464**

3.6 In compliance with the terms of the Corporate Debt Restructuring Scheme, during the year ended 31st March 2017, the Holding Company has allotted 32,50,831 equity shares of Face value of ₹ 10 each at a premium of ₹ 27.60 per equity share to the promoter company Expert Chemicals (India) Pvt. Ltd., on preferential basis.

3.7 During the year ended 31st March 2017, the Holding Company has allotted 5,00,000 numbers of Zero % Compulsorily Convertible Debentures (CCDs) of face value of ₹ 200/- each at par aggregating to ₹ 1000 Lakhs. **Refer note no.5.5**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

3.8 The Holding Company has neither allotted any shares as fully paid up pursuant to contract without payment being received in cash and by way of bonus shares nor bought back any shares during the period of five years preceding the date of this Balance Sheet.

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
4	**Reserves & Surplus**		
	Capital Reserves		
	As per last balance sheet	683.41	683.41
	Securities Premium Account		
	Balance as at beginning	4,103.02	4,103.02
	Add : On allotment of equity shares	897.23	-
	Balance as at the end	**5,000.25**	**4,103.02**
	Debenture Redemption Reserve		
	As per last balance sheet	412.25	412.25
	Revaluation Reserve		
	Balance as at beginning	2,309.30	2,441.01
	Less: Transferred to General Reserve (Refer Note 4.1)	162.56	131.71
	Balance as at the end	**2,146.74**	**2,309.30**
	General Reserve		
	Balance as at beginning	1,323.52	1,191.81
	Less: Transferred to General Reserve (Refer Note 4.1)	162.56	131.71
	Balance as at the end	**1,486.08**	**1,323.52**
	Foreign Currency Translation Reserve	**(100.47)**	**(93.72)**
	Surplus(Deficit) in the Statement of Profit and Loss		
	Balance as at beginning	(30,833.81)	(30,119.17)
	Profit (Loss) for the period	(505.20)	(714.64)
	Balance as at the end	**(31,339.01)**	**(30,833.81)**
	Total Reserves and Surplus	**(21,710.74)**	**(22,096.03)**

4.1 As suggested in "The Application Guide on the Provisions of Schedule II to the Companies Act, 2013" issued by the ICAI, the depreciation equivalent amount of ₹ 162.56 Lakhs (Pr. Yr. ₹ 131.71 Lakhs) on the revalued portion of fixed assets, is withdrawn and transferred to General Reserve.

5	**Long Term Borrowings**		
	Term loans (Secured)		
	From Banks (Rupee)	5,916.41	21,230.36
	From Others (Rupee)*	17,990.13	-
	From Banks (Foreign Currency)	1,145.23	1,855.07
	Vehicle Loans (Secured)		
	Compulsory Convertible Debentures		
	5,00,000 (Previous year - Nil) Zero % CCD of face value ₹ 200 each	1,000.00	-
	Vehicle Loans (Secured)		
	From Others (Rupee)	2.02	6.90
		26,053.79	**23,092.33**

* Includes ₹ 3,202.40 lakhs dues of State Bank of Mysore ("SBM") which is assigned by SBM to Edelweiss Asset Reconstruction Company Limited ("EARCL"), vide letter dated 31 March 2017.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

5.1 **(a)For the year ended 31 March 2017:**

Term Loans are secured by pari passu first charge on all the present and future movable and immovable fixed assets of the Holding Company situated at Patalganga and Tarapur, few brands of the Holding Company and second charge, except in respect of Term Loans from Edelweiss Asset reconstruction Company which has a first charge, on all the present and future movable and immovable fixed assets of the Holding Company situated at Tanuku and second pari passu charge on entire present and future current assets of the Holding Company and pledge of entire holding of equity shares of the Holding Company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc., in addition to guarantee of Expert Chemicals (I) Private Limited, Bravo Healthcare Ltd., Wanbury Global FZE, Kingsbury Investment Inc. and Mr. K. Chandran, director of the Holding Company.

(b) For the period ended 31 March 2016:

Term Loans are secured by pari passu first charge on all the present and future movable and immovable fixed assets of the Holding Company situated at Patalganga and Tarapur, few brands of the Holding Company and second charge, except in respect of Term Loans from State Bank of India which has a first charge, on all the present and future movable and immovable fixed assets of the Holding Company situated at Tanuku and second pari passu charge on entire present and future current assets of the Holding Company and pledge of entire holding of equity shares of the Holding Company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc., in addition to guarantee of Expert Chemicals (I) Private Limited, Bravo Healthcare Ltd., Wanbury Global FZE, Kingsbury Investment Inc. and Mr. K. Chandran, director of the Holding Company.

5.2 Vehicle loans are secured by hypothecation of assets acquired against respective loans.

5.3 **Rate of Interest:**

(a) For the year ended 31 March 2017:

Holding Company's rate of interest on term loans vary between 1% to 11.50% p.a. and on vehicle loans vary between 6.30% to 10.00% p.a.

(b) For the period ended 31 March 2016:

Holding Company's rate of interest on term loans vary between 1% to 11.50% p.a. and on vehicle loans vary between 6.30% to 10.00% p.a.

5.4 **Repayment of Loans**

	31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
Term Loan:		
Year of Repayment		
2017-18	-	6,086.79
2018-19	5,028.59	6,700.07
2019-20	5,103.40	6,892.49
2020-21	4,645.00	3,406.08
2021-22	2,400.00	-
2022-23	3,000.00	-
2023-24	4,874.78	-
Vehicle Loan:		
Year of Repayment		
2017-18	-	4.88
2018-19	1.10	1.10
2019-20	0.92	0.92

5.5 During the year on 9 December 2016, the Holding Company has allotted 5,00,000 numbers of Zero % Compulsorily Convertible Debentures (CCDs) of face value of ₹ 200/- each at par aggregating to ₹ 1000 Lakhs. Each CCD will be convertible into 1 equity share of ₹ 10 each at a premium of ₹ 190 on preferential basis to Edelweiss Asset Reconstruction Company Ltd ("EARCL") as a Trustee of EARC Trust SC 145, within 18 months from the date of allotment of CCDs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
6	**Other Long Term Liabilities**		
	Dues Payable to FCCB 'B' Bond Holder (Refer Note 35)	-	523.62
	Dues payable to FCCB 'A' Bond Holder (Refer Note 35)	-	149.11
	Security Deposits	468.00	495.60
		468.00	**1,168.33**
7	**Long Term Provisions**		
	Provision for employee benefits (Refer Note 42)		
	Provision for Gratuity	522.75	484.70
	Provision for Leave Benefits	432.60	391.76
		955.35	**876.46**
8	**Short Term Borrowings**		
	Working Capital Loans repayable on demand (Secured) (Refer Note 8.1)		
	From Banks (Rupee)	5,350.31	8,652.11
	From Others (Rupee)*	861.91	-
	From Others (Foreign Currency) (Refer Note 8.2)	102.75	357.59
	Loan repayable on demand (Unsecured) (Refer Note 33)		
	From Banks (Rupee)	29.94	29.94
	From Others (Rupee)	20.31	20.31
		6,365.24	**9,059.95**

* Represents dues of State Bank of Mysore ("SBM") assigned to Edelweiss Asset Reconstruction Company Limited ("EARCL") by SBM, vide letter dated 31 March 2017.

8.1 Above loans are secured by a pari-passu first charge on current assets and few brands of the Holding Company, second charge on fixed assets and pledge of entire holding of equity shares of the Holding Company held by Expert Chemicals (I) Pvt. Ltd. & Kingsbury Investments Inc, in addition to guarantee of Expert Chemicals (I) Pvt. Ltd., Bravo Healthcare Ltd. ,Wanbury Global FZE, Kingsbury Investments Inc and Mr. K. Chandran, director of the Holding Company.

8.2 Factoring facilities are secured by subservient (residual) charge on all present and future receivables, book debts, outstandings, monies receivables, claims and bills of the company, which are now due and or which may be due at anytime of its approved debtors and subservient charge on all present and future fixed asset and current assets of the company.

9	**Other Current Liabilities**		
	(Unsecured unless otherwise stated)		
	Current maturities of :		
	- Term Loan (Secured) (Refer Note 5.1 & 5.3)	2,695.56	4,032.30
	- Term Loan - Others (Secured) (Refer Note 5.1 & 5.3)	1,580.82	-
	- Vehicle Loan (Secured) (Refer Note 5.2 & 5.3)	4.88	7.52
	- Dues of FCCB Holders (Refer Note 35)	1,006.07	1,123.68
	Interest accrued but not due:		
	- On borrowings	1.99	6.44
	- On debentures (Secured)	328.98	328.98
	Interest accrued and due (Refer Note 9.3)		
	- On Secured Borrowings (Refer Note 5.1 & 5.3)	625.12	1,036.83
	- On Foreign Currency Convertible Bonds	387.46	329.28
	Unpaid dividends	4.15	4.15
	(Amount transferable to Investor Education & Protection Fund when due)		

	31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
Unpaid Dues:		
- Of Long Term Borrowings (Secured) (Refer Note 9.3, 5.1 & 5.3)	1,481.86	1,852.89
- Of FCCB Holders (Refer Note 9.3 & 35)	941.81	717.56
- Of Long Term Borrowings of erstwhile PPIL (Secured) (Refer Note 9.4 & 9.5)	68.02	68.02
- Of Matured Zero Coupon Non Convertible Redeemable Debentures (NCD) (Secured) (Refer Note 9.1 & 9.5)	152.67	152.67
- Of Optionally Fully Convertible Debentures (OFCD) (Secured) (Refer Note 9.2 & 9.5)	581.99	581.99
Other Payables:		
- Payables for Fixed Assets	318.62	241.97
- Statutory Dues Payable	516.25	527.35
- Others	619.10	880.83
(Includes Inland bills payable, stale cheques, dues of PPIL etc.)		
	11,315.39	**11,892.47**

9.1 The NCD are to be secured by a pari passu charge on the fixed assets of the Holding Company situated at Patalganga and Plot No. J-17 at Tarapur. The NCD comprises of Part A of ₹ 60 and Part B of ₹ 40 which are redeemable at par at the end of two years and three years respectively from 1 May, 2007. The Holding Company had redeemed Part A of ₹ 60 relating to 1,49,709 NCD's in the earlier years. NCD's amounting to ₹ 55.67 Lakhs and ₹ 97 Lakhs was due for repayment on 1 May 2009 and 1 May 2010 respectively. **Refer Note 33.**

9.2 The OFCD are to be secured by a pari passu charge on the fixed assets of erstwhile PPIL situated at Plot No 24 at Tarapur and fixed assets at Mazgaon. OFCD are convertible between 1 November, 2008 and 30 April, 2012 into equity shares at a price being higher of ₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right amounting to ₹ 290.99 Lakhs and ₹ 291 Lakhs was due for repayment on 30 April 2010 and 30 April 2011 respectively. **Refer Note 33.**

9.3 There is delay in repayment of

(i) term loan aggregating to ₹ 1481.86 Lakhs (Pr. Yr. ₹ 1,852.89 Lakhs) ranging from 1 to 366 days (Pr. Yr. 1 to 367 days).

(ii) amount payable to FCCB Holders aggregating to ₹ 941.81 Lakhs (Pr. Yr. ₹ 717.56 Lakhs) ranging from 17 days to 1803 days (Pr. Yr. 92 to 1438 days).

(iii) interest on secured borrowings aggregating to ₹ 625.12 Lakhs (Pr. Yr. ₹ 1,036.83 Lakhs) ranging from 1 to 457 days (Pr. Yr. 1 to 367 days) in respect of dues to banks/ financial institutions.

(iv) interest on FCCB aggregating to ₹ 387.46 Lakhs (Pr. Yr. ₹ 329.28 Lakhs) ranging from 17 to 2102 days (Pr. Yr. 1438 to 1737 days).

9.4 Term loans of erstwhile PPIL amounting to ₹ 68.02 Lakhs (Pr. Yr. ₹ 68.02 Lakhs) are secured by a pari-passu first charge on its fixed assets of erstwhile PPIL.

9.5 The said dues were payable as per Merger Cum Revival Scheme approved by the BIFR vide its order dated 24 April, 2007. **Also Refer Note 33.**

10 Short Term Provisions

Provision for employee benefits (Refer Note 42)		
Provision for Gratuity	28.60	22.29
Provision for Leave Benefits	53.47	25.16
Bonus Provision	132.51	92.60
Others		
Provision for Income Tax (Net of Payment)	197.37	157.11
	411.95	**297.16**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

11 FIXED ASSETS

11.1 Current Year ₹ in Lakhs

	Description	Gross Block				DEPRECIATION/AMORTISATION				Net Block
		01-Apr-16	Addition	Deduction	31-Mar-17	01-Apr-16	for the Period	Deduction	31-Mar-17	31-Mar-17
		(1)	(2)	(3)	(4)= (1+2+3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) ='(4-8)
A	**Tangible Assets**									
	Property, Plant & Equipments									
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	45.29	6.31	-	51.60	433.93
	Factory Building	4,687.33	686.47	-	5,373.80	1,260.54	214.30	-	1,474.84	3,898.96
	Plant & Machinery	18,780.70	892.60	-	19,673.30	10,765.09	522.92	-	11,288.01	8,385.29
	Furniture & Fixtures - Others	568.43	125.30	-	693.73	400.13	48.16	-	448.29	245.44
	Vehicles	350.39	6.86	-	357.25	229.47	39.29	-	268.76	88.49
	Office Equipments	391.46	53.63	-	445.09	309.39	34.42	-	343.81	101.28
	Electrical Installations	146.40	69.05	-	215.45	113.18	14.54	-	127.72	87.73
	Laboratory Equipments	950.33	144.34	-	1,094.67	529.35	72.71	-	602.06	492.61
	Computers - Others	337.22	17.78	-	355.00	286.65	27.12	-	313.77	41.23
	Leasehold Improvement	63.41	-	-	63.41	12.28	21.16	-	33.44	29.97
	Total	**31,501.01**	**1,996.03**	**-**	**33,497.04**	**13,951.37**	**1,000.93**	**-**	**14,952.30**	**18,544.74**
B	**Intangible Asset**									
	Software	428.11	16.28	-	444.39	324.69	30.62	-	355.31	89.08
	Total	**428.11**	**16.28**	**-**	**444.39**	**324.69**	**30.62**	**-**	**355.31**	**89.08**
C	**Asset held for Sale**									
	Office Premises PPIL	243.00	-	-	243.00	46.46	-	-	46.46	196.54
	BUILDING - R & D	400.22	-	-	400.22	223.17	-	-	223.17	177.05
	Total	**643.22**	**-**	**-**	**643.22**	**269.63**	**-**	**-**	**269.63**	**373.59**
D	**Capital Work In Progress**	-	-	-	-	-	-	-	-	957.92
Total (A+B+C+D)		**32,572.34**	**2,012.31**	**-**	**34,584.65**	**14,545.69**	**1,031.55**	**-**	**15,577.24**	**19,965.33**

FIXED ASSETS

11.2 Previous Period ₹ in Lakhs

	Description	Gross Block				Depreciation / Amortisation				Net Block
		01-Apr-15	Addition	Deduction	31-Mar-16	01-Apr-15	For the Period	Deduction	31-Mar-16	31-Mar-16
		(1)	(2)	(3)	(4)=(1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9)=(4-8)
A	**Tangible Assets**									
	Property, Plant & Equipments									
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	38.96	6.33	-	45.29	440.24
	Factory Building	3,956.25	732.43	1.35	4,687.33	1,087.22	173.87	0.55	1,260.54	3,426.79
	Plant & Machinery	17,971.11	1,092.06	282.47	18,780.70	10,505.77	462.94	203.62	10,765.09	8,015.61
	Furniture & Fixtures	473.26	109.43	14.26	568.43	336.21	78.23	14.31	400.13	168.30
	Vehicles	350.39	-	-	350.39	178.76	50.71	-	229.47	120.92
	Office Equipments	447.45	36.99	92.98	391.46	363.96	24.18	78.75	309.39	82.07
	Electrical Installations	144.06	10.61	8.27	146.40	106.04	17.74	10.60	113.18	33.22
	Laboratory Equipments	513.91	436.42	-	950.33	510.46	18.89	-	529.35	420.98
	Computers	515.15	43.54	221.47	337.22	473.00	23.84	210.19	286.65	50.57
	Leasehold Improvement	-	63.41	-	63.41	-	12.28	-	12.28	51.13
	Total	**29,596.92**	**2,524.89**	**620.80**	**31,501.01**	**13,600.38**	**869.01**	**518.02**	**13,951.37**	**17,549.64**
B	**Intangible Asset**									
	Software	324.40	104.75	1.04	428.11	289.50	36.23	1.04	324.69	103.42
	Total	**324.40**	**104.75**	**1.04**	**428.11**	**289.50**	**36.23**	**1.04**	**324.69**	**103.42**
C	**Asset held for Sale**									
	Office Premises PPIL	243.00	-	-	243.00	46.46	-	-	46.46	196.54
	BUILDING - R & D	400.22	-	-	400.22	223.17	-	-	223.17	177.05
	Total	**643.22**	**-**	**-**	**643.22**	**269.63**	**-**	**-**	**269.63**	**373.59**
D	**Capital Work In Progress**	-	-	-	-	-	-	-	-	1,441.80
Total (A+B+C+D)		**30,564.54**	**2,629.64**	**621.84**	**32,572.34**	**14,159.51**	**905.24**	**519.06**	**14,545.69**	**19,468.45**

11.3 The title deeds of the immovable properties transferred pursuant to the Scheme of Merger are yet to be transferred in the name of the Company.

11.4 Capital Work in Progress includes Machinery under installation, Construction material purchases and other assets under erection. It includes ₹ 896.54 Lacs (Pr. Yr. ₹ 896.54 Lacs) of erstwhile PPIL (Refer Note 33).

11.5 As per the scheme of rehabilitation and merger approved by BIFR, erstwhile PPIL is required to sale office premises at Saki Naka, Mumbai and R & D premises at Turbhe, Navi Mumbai in settlement of part dues of secured and unsecured payables mentioned in the aforesaid scheme. Consequently, the said assets are held for disposal and stated at cost since estimated realisable value is higher than cost (Refer Note 33).

11.6 Gross block of fixed assets include ₹ 5,375.05 Lakhs (Pr. Yr. ₹ 5,375.05 Lakhs) on account of revaluation of fixed assets carried out on 31 March 2010.

WANBURY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
12	**Non Current Investments**		
12.1	**Other Investments**		
	In Subsidiaries		
	Unquoted		
	Investment in Equity instruments - Cantabria Pharma S. L. (Refer Note 28)		
	1000 Shares of Euro 60 each	381.28	381.28
	In Other Entities		
	Unquoted		
	The Saraswat Co-op. Bank Ltd.		
	706 Equity Share of ₹ 10 each fully paid up	0.07	0.07
	The Shamrao Vithal Co-op. Bank Ltd.		
	100 Equity Share of ₹ 25 each fully paid up	0.03	0.03
	Bravo Healthcare Limited		
	12,71,250 Equity Share of ₹ 10 each fully paid up	53.40	53.40
	Quoted		
	Bank of India		
	1,800 Equity Share of ₹ 10 each fully paid up	0.81	0.81
		435.59	435.59
	Less: Provision for diminution in value of investments (Refer Note 12.5)	434.68	434.68
		0.91	**0.91**
12.2	Aggregate amount of quoted investments - Gross		
	- Cost	0.81	0.81
	- Market Value	2.51	1.75
12.3	Aggregate amount of unquoted investments (Cost/Book value)-Gross	434.78	434.78
12.4	Aggregate amount of provision for diminution in value of investments	434.68	434.68
12.5	Provision for diminution in value of investments for:		
	Bravo Healthcare Limited		
	12,71,250 Equity Share of ₹ 10 each fully paid up	53.40	53.40
	Investment in Equity instruments - Cantabria Pharma S. L.		
	1000 Shares of Euro 60 each	381.28	381.28
		434.68	**434.68**
13	**Long Term Loans & Advances**		
	(Unsecured, considered good unless otherwise mentioned)		
	Capital Advances	84.79	66.35
	Security Deposits	280.63	292.71
	Loans and advances to related parties (Refer Note 45C):		
	- Considered Good	-	-
	- Considered Doubtful	24,654.85	27,173.66
		24,654.85	27,173.66
	Less: Provision for Doubtful Advances	24,654.85	27,173.66
		-	-
	Mat Credit Entitlement	336.38	336.38
	Other Loans and Advances	3,774.87	3,785.35
	Less: Provision for Doubtful Loans & Advances	1,582.42	1,582.42
		2,192.46	2,202.93
		2,894.26	**2,898.37**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
14	**Other Non Current Assets**		
	Fixed Deposit with Bank (Under Lien) (With Original Maturity of more than 12 months)	37.45	26.32
	Interest Accrued on fixed deposit	-	0.11
		37.45	**26.43**
15	**Inventories**		
	(As certified by the management)		
	Raw Materials and Packing Materials	1,698.98	1,150.18
	Work in Progress	535.28	1,149.15
	Finished Goods	430.47	567.40
	Stock in Trade	747.46	581.65
	Fuel	10.57	12.97
		3,422.76	**3,461.35**
16	**Trade Receivables (Unsecured)**		
	Over Six months from the date they are due for payment:		
	- Considered good	1,138.07	1,502.42
	- Considered doubtful	179.51	48.01
		1,317.58	1,550.43
	Others from the date they are due for payment:		
	- Considered good	7,975.59	5,991.74
		9,293.17	7,542.17
	Less: Provision for doubtful trade receivables	179.51	48.01
		9,113.66	**7,494.16**
17	**Cash and Bank Balances**		
17.1	**Cash & Cash Equivalents (As per AS-3)**		
	Cash on Hand	9.74	1.44
	Balances with Banks:		
	- In Current Account	488.33	157.60
	- In EEFC Account	4.47	3.67
		502.55	162.71
17.2	**Other Bank Balances**		
	Earmarked balances with banks-Unpaid Dividend	4.15	4.15
	(Amount transferable to Investor Education & Protection Fund when due)		
	Fixed Deposit with Bank (Under Lien)*	476.72	555.20
		480.87	559.35
		983.42	**722.06**
	*Includes deposits with original maturity		
	- more than 3 months and upto 12 months	417.56	540.25
	- more than 12 months	59.16	14.95

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		31 March 2017 ₹ in Lakhs	31 March 2016 ₹ in Lakhs
18	**Short-term Loans and Advances (Unsecured, Considered Good)**		
	Advance to Employees:		
	- Considered Good*	216.89	300.25
	- Considered Doubtful	85.00	-
		301.89	300.25
	Less: Provision for Doubtful Advances	(85.00)	-
		216.89	300.25
	Advance to Creditors	2,871.70	2,429.24
	Prepaid Expenses	71.10	47.22
	Export Benefit Receivable	366.80	168.91
	Balance with Statutory/Government Authorities:		
	- Balances with Excise Authorities	253.02	211.94
	- VAT Receivable	563.64	516.13
		4,343.15	**3,673.70**
	*Includes excess remuneration receivable from Directors- ₹ 91.54 Lakhs (Pr. Yr. ₹ 215.96 Lakhs)		
19	**Other Current Assets**		
	Interest Accrued on fixed deposit	0.32	2.07
	Other Interest Receivable	1,040.75	1,039.64
		1,041.07	**1,041.71**
20	**Revenue From Operation (Gross)**		
	Sale of products:		
	- Finished Goods	31,412.58	29,377.39
	- Traded Goods	12,778.81	13,517.39
	Other Operating Revenue:		
	- Sale of Scrap	55.63	75.91
	- Export Incentive	398.33	407.26
		44,645.34	**43,377.95**
21	**Other Income**		
	Interest on Bank Deposits	42.24	50.17
	Other Interest	7.39	5.88
	Foreign Exchange Gain (Net)	609.08	22.31
	Insurance Claim	4.89	14.71
	Amount written back	10.93	-
	Miscellaneous Income	99.97	47.36
		774.51	**140.43**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

		For the year ended 31 March 2017 ₹ in Lakhs	For the year ended 31 March 2016 ₹ in Lakhs
22	**Cost of Materials Consumed**		
	Raw Materials & Packing Materials		
	Opening Stock	1,150.18	1,027.89
	Add: Purchases	15,743.93	14,642.47
		16,894.11	15,670.36
	Less: Closing Stock	1,698.98	1,150.18
		15,195.12	**14,520.18**
23	**Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade**		
	Inventories at the beginning of the period		
	- Finished Goods	567.40	721.75
	- Work in Progress	1,149.15	656.13
	- Stock-in-Trade	581.65	945.26
	(A)	**2,298.20**	**2,323.14**
	Inventories at the end of the period		
	- Finished Goods	430.47	567.40
	- Work in Progress	535.28	1,149.15
	- Stock in Trade	747.46	581.65
	(B)	1,713.21	2,298.20
	Net (Increase) Decrease in Inventories **(A-B)**	**584.99**	**24.94**
24	**Employee Benefit Expense**		
	Salaries, Wages, Bonus and Allowances	7,999.10	7,732.93
	Contribution to Provident and Other Funds	557.79	518.05
	Staff Welfare Expenses	199.61	308.41
		8,756.50	**8,559.39**
25	**Finance Cost**		
	Interest expense	2,089.78	3,054.68
	Applicable net (gain)loss on foreign currency transactions and translation	-	132.13
		2,089.78	**3,186.81**
26	**Other Expenses**		
	Advertisement & Sales Promotional Expenses	1,991.60	1,930.88
	Travelling & Conveyance	1,401.13	1,548.23
	Power & Fuel	1,873.97	1,850.58
	Legal & Professional Charges	1,295.23	610.93
	Breakages & Expiry	765.16	868.14
	Carriage Outward	864.36	772.76
	Commission On Sales	464.52	412.33
	Consumption of Stores, Spares & Consumables	503.04	443.64

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

	For the year ended 31 March 2017 ₹ in Lakhs	For the year ended 31 March 2016 ₹ in Lakhs
Rent	354.72	372.73
Repairs to Plant & Machineries	547.00	534.10
Repairs to Buildings	212.49	53.38
Repairs - Others	241.76	202.64
Provision for Doubtful Advances	85.00	-
Provision for Doubtful Trade Receivables	125.00	100.00
Amounts Written Off (Net)	-	66.16
Rates & Taxes	98.17	125.33
Licence Fees	196.63	231.89
Insurance	59.98	71.94
Loss on sale/discard of Fixed Assets-(Net)	-	102.67
Sales Tax & Service Tax	157.42	302.89
Miscellaneous Expenses	2,085.35	1,688.98
	13,322.54	**12,290.20**

27 Earning Per Share:

Profit (Loss) after Tax - ₹ In Lakhs	(505.20)	(714.64)
Weighted Average Number of Equity Shares	20,414,605	19,969,286
Nominal value of Equity Shares in ₹	10.00	10.00
Basic Earning Per Share in ₹	(2.47)	(3.58)
Diluted Basic Earning Per Share in ₹	(2.47)	(3.58)

The market price of the equity shares of the Company being less than the exercise price in respect of various outstanding options to subscribe to equity shares, the outstanding options as at the period end are considered to be anti-dilutive.

28. Consolidated Financial Statements present the consolidated accounts of Wanbury Limited ("the Holding Company") and the following Subsidiaries (collectively referred as "the Wanbury Group"):

Name of the Company	Country of Incorporation	% of voting power held as at 31 March 2017	% of beneficial ownership held as at 31 March 2017
Wanbury Holding B. V.	Netherland	100% (Pr. Yr. 100%)	100% (Pr. Yr. 100%)
Ningxia Wanbury Fine Chemicals Company Limited	China	100% (Pr. Yr. 100%)	100% (Pr. Yr. 100%)
Wanbury Global FZE	UAE	100% (Pr. Yr. 100%)	100% (Pr. Yr. 100%)

Accounts of the above subsidiary companies are for the period from 1 April 2016 to 31 March 2017 and are incorporated in the Consolidated Financial Statements. Financial statement and other financial information of aforesaid subsidiaries have been audited by other auditors.

Cantabria Pharma S. L. (CP), a wholly owned subsidiary of Wanbury Holding B. V., had filed for voluntary insolvency in the Commercial Court of Madrid, Spain on 4 November 2013. As per the order of Commercial Court of Madrid, Spain, the Receiver has taken the control of CP on 26 February 2014.

Consequent to the appointment of Receiver on 26 February 2014, Wanbury Holding BV ceased to have control over its wholly owned subsidiary, Cantabria Pharma S.L., Spain and wholly owned step down subsidiary Laboratories Wanbury S.L., Spain. Accordingly, effect of desubsidarization had already been given and, in respect of investment in and amounts recoverable from aforesaid subsidiaries have already been fully provided for in the Consolidated Financial Statements for the period ended 30 September 2014.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

29. Commitments:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹ 212.99 Lakhs (Pr. Yr. ₹ 131.88 Lakhs).

b) Other commitments – Non Cancellable operating leases (Refer Note 44).

30. Contingent liabilities:

Sr. No.	Particulars	31 March 2017 (₹ in Lakhs)	31 March 2016 (₹ in Lakhs)
a)	Disputed demands by Income Tax Authorities. Amount paid under protest and shown as advance.	620.16 Nil	207.18 59.01
b)	Disputed demands by Sales Tax Authorities. Amount paid under protest and shown as advance.	3,308.95 Nil	3,342.22 26.30
c)	Disputed demands by Service Tax Authorities. Amount paid under protest and shown as advance.	368.22 Nil	368.22 61.37
d)	Disputed demands by Excise Authorities.	68.04	127.00
e)	Disputed demand by National Pharmaceutical Pricing Authority (NPPA)	190.58	190.58
f)	Claims against the Company not acknowledged as debts.	1,613.70	1,600.82
g)	Custom duty on import under Advance License Scheme, pending fulfillment of Export obligation.	2,778.07	2,424.16

The management considers the Service Tax, Excise Duty, Custom Duty, Sales Tax and Income Tax demand received from the authorities and demand received from NPPA are not tenable against the company, and therefore no provision for these contingencies has been made.

Further, in respect of aforesaid matters, the management does not expect any material adverse effect on the company's financial conditions, results of operations or cash flows.

Future cash flows in respect of liabilities under clause (a) to (f) are dependent on decisions by relevant authorities of respective disputes.

31. Minority interest represents 4,511 (Pr. Yr. 4,511) Preference Shares of Euro 1,000/- each of Wanbury Holding B. V. The said preference shares are redeemable/ convertible into equity shares subject to the fulfillment of certain conditions mentioned in the agreement as per the agreed terms. Exim Bank has subscribed to 4,511 Preference Shares of Euro 1,000/- each of Wanbury Holding B. V., pursuant to the Preference Share Subscription Agreement dated 7 December 2006. Pursuant to the said agreement, Exim Bank has exercised Put Option vide letter dated 8 November 2011 and Holding company is required to pay USD 60 Lakhs (Pr. Yr. USD 60 Lakhs) [₹ 3,890.32 Lakhs (Pr. Yr. ₹ 3,979.97 Lakhs)] to acquire aforesaid preference shares. Further, State Bank of India, London has filed legal proceedings dated 28 February, 2017, demanding repayment of Euro 38.23 Lakhs (Pr. Yr. Euro 32.60 Lakhs) [₹ 2,647.43 Lakhs (Pr. Yr. ₹ 2,448.11 Lakhs)] together with interest till the date of repayment from the Holding Company in terms of Guarantee & Loan agreement dated 27 September 2007 vide which aforesaid credit facilities was granted to Cantabria Pharma S. L., the step down subsidiary of the Holding Company. Both the above mentioned dues being part of the CDR Scheme will be accounted in the Holding Company's books upon arriving at mutually agreed terms of settlement with the respective parties.

32. The Wanbury Group has one segment of activity namely "Pharmaceuticals".

33. Erstwhile the Pharmaceutical Products of India Limited (PPIL) was merged with the Company, pursuant to the Order dated 24 April 2007, passed by Hon'ble Board for Industrial and Financial Reconstruction (BIFR).

The Hon'ble Supreme Court vide its order dated 16 May 2008, has set aside the above referred BIFR order and remitted the matter back to BIFR for considering afresh as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), in response to a petition filed by one of the unsecured creditors of erstwhile PPIL.

The BIFR had directed IDBI Bank, which was appointed as an Operating Agency, to formulate new Draft Rehabilitation Scheme (DRS) pursuant to the Order of Hon'ble Supreme Court of India dated 16 May 2008. In the meanwhile, the Company has sought legal opinion and the Company was advised to maintain status quo ante with respect to the merger under the said Scheme and that it should take further steps only on the basis of the fresh BIFR Order.

In view of the above, the Company has maintained a status quo in the past. However, all actions taken by the Company pursuant to the sanctioned scheme were kept subject to and without prejudice to the orders that may be passed by the BIFR while considering the case afresh pursuant to the directions of the Hon'ble Supreme Court in its order dated 16 May 2008.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

As per BIFR Order dated 24 April 2007, statutory dues of erstwhile PPIL comprising of income tax ₹ 250.36 Lakhs, profession tax ₹ 6.06 Lakhs, custom duty ₹ 230 Lakhs, sales tax ₹ 8.50 Lakhs and excise duty ₹ 15.62 Lakhs were required to be paid in six annual installments and the Company has pursuant to the scheme, allotted Non Convertible Debentures (NCDs) of ₹ 242.50 Lakhs and Optionally Fully Convertible Debentures (OFCDs) of ₹ 581.99 Lakhs, to some of the lenders of erstwhile PPIL, out of which dues amounting to ₹ 152.67 Lakhs and ₹ 581.99 Lakhs in respect of NCDs and OFCDs respectively, remains payable at the period end. Since BIFR is considering the matter afresh, pending fresh directives from the BIFR, aforesaid dues were not paid.

However, the Government of India had, vide Notification No. S.O. 3568(E) dated 25 November 2016, notified the SICA Repeal Act, 2003, w.e.f. 1 December 2016 and as a consequence thereof, BIFR and AAIFR stood dissolved w.e.f. 1st December, 2016. Simultaneously, in terms of Section 252 of Insolvency & Bankruptcy Code, 2016 ("IBC 2016"), the government amended Section 4(b) of the said repeal act in the manner specified in the Eighth Schedule of IBC 2016, resulting in the abatement of all pending proceedings including pending merger scheme before BIFR.

In view of the foregoing developments, the management is currently considering various other options under the available laws and as may be advised by experts either to regularize lawfully all acts and deeds done under the erstwhile merger scheme OR to undo what was done in pursuance and as a sequel of the erstwhile merger scheme sanctioned by BIFR vide order dated 24 April 2007.

34. The Corporate Debt Restructuring (CDR) proposal of the Holding Company, having 30 September 2010 as the cut off date, has been approved by the CDR Cell vide its Letter of Approval (LOA) dated 23 May 2011. Subsequently on execution of the Master Restructuring Agreement (MRA) dated 19 September 2011, effect of CDR Scheme has been given in the financial statements as per the MRA.

    MRA among other terms and conditions, provide for:

    a) Additional fund, non fund based assistance from the CDR lenders;

    b) Promoters to bring further contributions in stages;

    c) Reporting and other compliances by the Holding Company;

    d) Right to the CDR lenders to convert at their option, the whole of the outstanding amount or 20% of rupee equivalent of the defaulted amount into fully paid up equity shares of the Holding Company at par, in case of certain defaults by the Holding Company; and

    e) Right to receive recompense for the reliefs and sacrifices extended by Lenders within the CDR parameters with the approval of the CDR Empowered Group.

35. FCCB 'A' Bonds have matured on 23 April 2012. The Holding Company had negotiated terms with bond holders holding 200 bonds and had been accounted for accordingly. For 30 FCCB 'A' Bonds, pending negotiation with bond holders, effect given in the consolidated financial statements are as per the terms at the time of issue of the bonds.

36. Some of the balances of trade receivables, trade payables, loans and advances are subject to confirmation/reconciliation and adjustments, if any.

37. Excise duty includes ₹ 24.24 lakhs (Pr. Yr. ₹ 46.36 lakhs) being net impact of the excise duty provision on opening and closing stock of finished goods.

38. Disclosure of trade payable as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available regarding the status of the suppliers:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal	Nil	Nil
Interest	Nil	Nil
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act 2006.	Nil	Nil

Particulars	31 March 2017	31 March 2016
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act 2006.	Nil	Nil

39. The deferred tax assets (liabilities) of the Holding Company arising out of timing differences comprise of the followings major components:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Liabilities:		
Depreciation	1,341.13	1,316.96
Assets:		
43B Disallowance and other deferments	3,493.51	4,088.42
Unabsorbed Depreciation	1,924.38	2,260.74
Total Assets	5,417.89	6,349.16
Deferred Tax Asset Restricted to*	1,341.13	1,316.96
Net Deferred Tax Assets (Liabilities)	Nil	Nil

*As a measure of prudence, deferred tax assets are recognised to the extent of deferred tax liabilities.

40. (a) Managerial Remunerations in case of Holding Company :

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Salary & Allowances	Nil	Nil
Contribution of P.F. & Other Funds	5.23	5.23

Above excludes, provision for the future liabilities in respect of retirement benefits, which are based on actuarial valuation done on overall Company basis and excess remuneration.

During the year, the Holding Company has recovered ₹ 19.37 Lakhs pertaining to Financial year ended 31 March 2012, ₹ 19.62 Lakhs pertaining to Financial year ended 31 March 2013, ₹ 93.51 Lakhs pertaining to Financial period ended 30 September 2014 and ₹ 33.69 Lakhs pertaining to Financial period ended 31 March 2015, aggregating ₹ 166.19 Lakhs from Mr. K. Chandran, WTD of the Company.

The Holding Company has applied to the Central Government for the approval of excess remuneration amounting to ₹ 49.77 Lakhs pertaining to F.Y. 2015-16. Pending approval, the same is shown as recoverable in the Financial Statements.

Further, excess remuneration amounting to ₹ 41.77 Lakhs for the F.Y. 2016-17 is shown as recoverable in the Financial Statements.

Amount recoverable from Director aggregating to ₹ 91.54 Lakhs (Pr. Yr. ₹ 215.96 Lakhs) is shown under “Short Term Loans & Advances“ (Refer Note 18).

(b) Sitting fees to directors ₹ 13.30 Lakhs (Pr. Yr. ₹ 13.34 Lakhs).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

41. **Details of Auditors Remuneration:**

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Statutory Auditors Remuneration :		
- Audit Fees	12.50	12.50
- Taxation Matters	Nil	3.50
- Certification & Other Matters	6.56	6.08
- Out of Pocket Expenses	0.40	0.07
Branch Auditors Remuneration :		
- Branch Auditor Fees	1.50	1.50
- Certification & Other Matters	1.50	1.50
- Out of Pocket Expenses	0.85	0.82
Cost Auditors Remuneration :		
- Cost Auditor Fees	1.75	1.25

Note: Above figures are exclusive of service tax**.**

42. **Employee Benefits**

As required by Accounting Standard - 15 “Employee Benefits” the disclosures are as under:

Defined Contribution Plans

The Holding Company offers its employees defined contribution plans in the form of Provident Fund (PF) and Employees’ Pension Scheme (EPS) with the Government, and certain state plans such as Employees’ State Insurance (ESI). PF and EPS cover substantially all regular employees and the ESI covers certain workers. Contributions are made to the Government’s funds. While both the employees and the Holding Company pay predetermined contributions into the provident fund and the ESI Scheme, contributions into the pension fund is made only by the Holding Company. The contributions are normally based on a certain proportion of the employee’s salary.

During the year, the following amounts are recognised in the account:

(₹ in Lakhs)

Particulars	31 March 2017	31 March 2016
Provident Fund, Employee’s Pension Scheme and MLWF	397.32	367.56
Employees State Insurance	40.16	29.21
Super Annuation Fund	4.04	3.78
TOTAL	**441.53**	**400.55**

Defined Benefit Plans

Gratuity:

The Holding Company makes annual contributions to the Employees’ Group Gratuity - cum Life Assurance (Cash Accumulation) Scheme of the LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under :

a) On normal retirement/ early retirement/ withdrawal/ resignation:

As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 5 years of service.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

b) On the death in service:

As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

Disclosures for defined benefit plans i.e. (Gratuity Funded Plan) based on actuarial reports as on 31 March 2016:

(₹ in Lakhs)

	Particulars	31 March 2017	31 March 2016
a)	**Changes in Defined Benefit Obligation**		
	Opening defined benefit obligation	518.41	425.99
	Current service cost	99.26	112.04
	Interest cost	37.41	32.80
	Actuarial loss / (gain)	(25.81)	(28.41)
	Benefit (paid)	(65.02)	(24.01)
	Closing defined benefit obligation	564.26	518.41
b)	**Changes in Fair Value of Assets**		
	Opening fair value of plan assets	20.90	19.68
	Expected return on plan assets	1.64	1.67
	Actuarial gain / (loss)	(3.29)	(2.74)
	Contributions of employer	68.15	26.29
	Benefits (paid)	(65.01)	(24.00)
	Closing fair value of plan assets	22.38	20.90
c)	**Amount recognised in the Balance Sheet**		
	Present value of the obligations as at period end	564.26	518.41
	Fair value of the plan assets as at period end	22.38	20.90
	Net (asset) / liability recognised as at period end	541.88	497.51
d)	**Expenses recognised in the Statement of Profit and Loss Account**		
	Current service cost	99.26	112.04
	Interest on defined benefit obligation	37.41	32.80
	Expected return on plan assets	(1.64)	(1.67)
	Net actuarial loss / (gain) recognised in the current period	(22.52)	(25.68)
	Total expense	112.51	117.49
e)	**Asset information**		
	Government of India Securities	Nil	Nil
	Equity shares of listed companies	Nil	Nil
	Property	Nil	Nil
	Bank Balance	Nil	Nil
	Funds managed by Insurer	100%	100%
f)	**Principal actuarial assumptions used**		
	Discount rate (p.a.)	7.31%	7.70%
	Expected rate of return on plan assets (p.a.)	7.31%	8.00%
	Annual increase in salary cost (p.a.)	7.50%	7.50%

The estimates of future salary increase, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The expected contribution for Defined Benefit Plan for the next financial year will be in line with current financial period.

Death Benefit:

The Holding Company provides for death benefit, a defined benefit plan, (the death benefit plan) to certain categories of employees. The death benefit plan provides a lump sum payment to vested employees on death, being compensation received from the insurance company and restricted to limits set forth in the said plan. The death benefit plan is non–funded.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

Leave Encashment:

The Holding Company's employees are entitled for compensated absences which are allowed to be accumulated and encashed as per the Holding Company's rule. The liability of compensated absences, which is non-funded, has been provided based on report of independent actuary using the "Projected Unit Credit Method".

Accordingly, ₹ 486.07 Lakhs (Pr. Yr. ₹ 416.92 Lakhs) being liability as at the year-end for compensated absences as per actuarial valuation has been provided in the accounts.

43. During the year, the Holding Company has entered into forward exchange contract, being derivative instrument for hedge purpose and not intended for trading or speculation purposes, to establish the amount of currency in Indian Rupees required or available at the settlement date of certain payables and receivables.

Details of the forward contract outstanding at the year-end are as under:

Currency	Buy or Sell	Cross Currency	Amount in US $	
			31 March 2017	31 March 2016
US $	Sell	INR	64.75 Lakhs	80.00 Lakhs

The period end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as below:

Particulars	Foreign Currency	Foreign Currency Amount in Lakhs		₹ in Lakhs	
		31 March 2017	31 March 2016	31 March 2017	31 March 2016
Amount Receivable	EURO	4.42	4.90	306.36	368.32
	CNY	0.12	-	1.17	-
Amount Payable	EURO	34.13	40.66	2,363.52	3,053.05
	USD	69.63	53.10	4,514.81	3,522.48

44. Disclosure for operating leases under Accounting Standard 19 "Accounting for Leases":

The Wanbury Group has taken various premises under operating lease. These are generally cancellable and ranges from 11 months to 60 months and are renewable by mutual consent on mutually agreeable terms. Some of these lease agreements have price escalation clauses. There are no restrictions imposed by lease arrangements and there are no sub leases. There are no contingent rents. The lease payments of ₹ 354.72 Lakhs (Pr. Yr. ₹ 372.73 Lakhs) are recognised in the Statement of Profit and Loss under "Rent" under Note 26.

The Wanbury Group does not have non-cancellable operating leases during the current and previous financial year.

45. **Related Party Disclosure:**

A. Relationship:

Category I: Major Shareholders:

- Expert Chemicals (India) Pvt. Ltd.

Category II: Subsidiary Company:

- Cantabria Pharma S. L. (Spain)

Category III: Key Management Personnel and their relatives:

- Mr. K. Chandran-Vice Chairman
- Mr. P. V. Pasupathy-President API (upto 31.03.2017)
- Mr. Vinod Verma – Chief Financial Officer (w.e.f. 22.04.2016)
- Mr. Jitendra Gandhi – Company Secretary

Category IV: Others (Enterprise owned or significantly influenced by key Management personnel or their relatives)

- Wanbury Infotech Pvt. Ltd
- Bravo Healthcare Limited
- Wanbury Pharma Limited

B. Transactions carried out with related parties:

(₹ in Lakhs)

Sr. No.	Transactions	Category	31 March 2017	31 March 2016
1)	**Share Application Money received:**			
	Expert Chemicals (India) Pvt. Ltd. *includes Advances taken adjusted against Share Application money of ` 201 Lakhs	I	Nil	*1,222.31
2)	**Allotment of Shares at Premium**			
	Expert Chemicals (India) Pvt. Ltd.	I	1,222.31	Nil
3)	**Remuneration paid:**			
	Mr. P. V. Pasupathy	III	335.38	296.66
	Mr. Vinod Verma	III	90.22	0.00
	Mr. Jitendra Gandhi	III	26.44	22.08
4)	**Excess Remuneration to Director treated as Receivable (Refer Note 40):**			
	Mr. K. Chandran	III	41.77	49.77
5)	**Repayment of Loans and Advances given:**			
	Bravo Healthcare Ltd.	IV	8.37	Nil
6)	**Information Technology Services taken:**			
	Wanbury Infotech Pvt. Ltd.	IV	243.90	235.06

C. Balances due from/to related parties:

(₹ in Lakhs)

Sr. No.	Particulars	Category	31 March 2017	31 March 2016
1)	**Advances taken:**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	Nil
2)	**Loans and Advances given:**			
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	7,589.67	7,598.04
3)	**Share Application Money pending allotment**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	1,222.31
4)	**Amount Payable:**			
	Wanbury Infotech Pvt. Ltd.	IV	49.79	57.82
5)	**Excess Remuneration Receivable:**			
	Mr. K. Chandran	III	91.54	215.96
6)	**For Investments and Diminution in value of investments: Refer Note 12**			

46. The Holding Company has instituted Employee Stock Option Scheme 2016 ("Wanbury ESOP 2016") during the year which was approved by the shareholders vide their resolution dated 29 September, 2016. The Board of Directors of the Holding Company has granted 3,00,000 option to employee pursuant to the ESOP 2016 on 29 November 2016. Each option entitles an employee to subscribe to one equity share of the Company at an exercise price of ₹ 10/- per share. Further, all the options granted have lapsed during the year due to the resignation of employee.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

47. Net-worth of the Wanbury Group as on 31 March 2017, based on Consolidated Financial Statements is negative. The Holding Company has initiated various measures, including restructuring of debts/business and infusion of funds etc. Consequently, in the opinion of the management, operations will continue without interruption and hence, Consolidated Financial Statements are prepared on a "going concern" basis.

48. Additional information as required under Schedule III of the Companies Act, 2013, of the enterprise consolidated as subsidiaries :

(₹ in Lakhs)

Name of Enterprise	Net assets Total Assets minus Total Liabilities				Share in profit (loss)			
	2016-17		2015-16		2016-17		2015-16	
	As % of consolidated net assets	Net Assets	As % of consolidated net assets	Net Assets	As % of consolidated profit (loss)	Profit (Loss)	As % of consolidated profit (loss)	Profit (Loss)
Holding Company								
Wanbury Limited	(100.53%)	(16,810.92)	(100.59%)	(16,305.90)	(99.96%)	(505.02)	(98.44%)	(703.49)
Foreign Subsidiaries								
Wanbury Global FZE	0.01%	1.99	0.01%	2.22	(0.04%)	(0.18)	(0.04%)	(0.27)
Ningxia Wanbury Fine Chemicals Company Limited	0.01%	0.56	-	-	-	-	(1.52%)	(10.88)
Wanbury Holding B. V.	0.51%	85.00	0.58%	93.13	-	-	-	-
Total	**(100.00%)**	**(16,722.49)**	**(100.00%)**	**(16,210.55)**	**(100.00%)**	**(505.20)**	**(100.00%)**	**(714.64)**

Note: The above figures are after eliminating intra group transactions and intra group balances.

49. During the year, the Holding Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R.308(E) dated 31 March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNS*	Other Denomination Notes	Total
	₹	₹	₹
Closing cash in hand as on 8 November 2016	9,99,500	1,09,197	11,08,697
(+) Permitted receipts	-	12,96,411	12,96,411
(-) Permitted payments	-	11,25,316	11,25,316
(-) Amount deposited in Banks	9,99,500	60	9,99,560
Closing cash in hand as on 30 December 2016	-	2,80,232	2,80,232

*For the purposes of this clause, the term 'Specified bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

50. Figures of previous financial period are regrouped/ rearranged wherever necessary.

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN : 00005868)

N. K. Puri
Director
(DIN : 00002226)

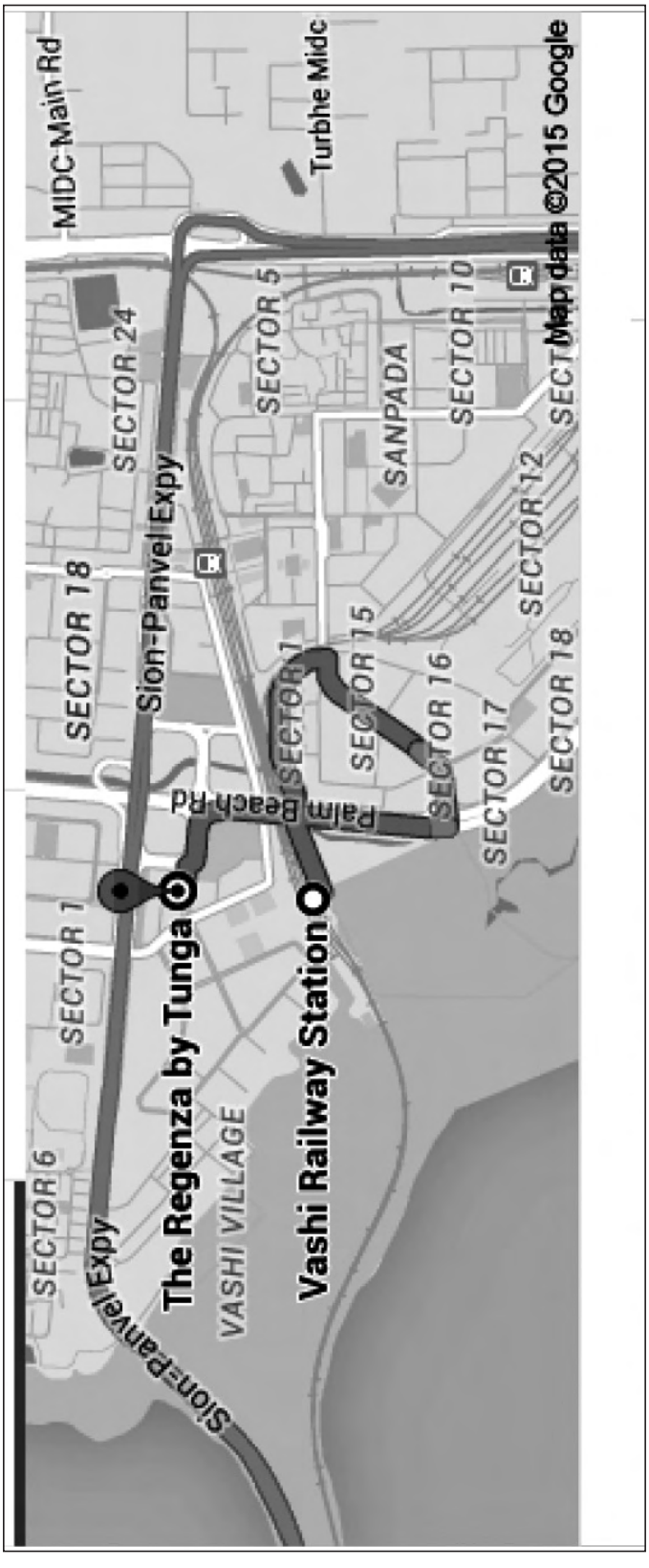
Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

Mumbai, 30th May 2017

NOTES

Route Map for 29th Annual General Meeting to be held on Friday, 29th September, 2017 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.



WANBURY LIMITED

Address: BSEL Tech Park, B - Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703.
CIN: L51900MH1988PLC048455 Website: www.wanbury.com

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PROXY FORM

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____

Folio No. / DP ID and Client ID: _____

I/We, being the Member(s) holding _____ shares of the above named Company, hereby appoint:

1. Name: _____ E-mail ID: _____

Address: _____

Signature of Proxy holder: _____ or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature of Proxy holder: _____ or failing him/her

3. Name: _____ E-mail ID: _____

Address: _____

Signature of Proxy holder: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting, to be held on **Friday, 29th September, 2017 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1	Ordinary Resolution for adoption of; a) the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 along with the Reports of Directors and Auditors thereon b) the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017.		
2	Ordinary Resolution for Re-appointment of Mr. K. Chandran, Director of the Company liable to retire by rotation		
3	Ordinary Resolution for appointment of M/s. Jayantilal Thakkar & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company.		
4	Special Resolution for adoption of new set of Articles of Association of the Company as per New Companies Act, 2013.		
5	Ordinary Resolution for Ratification of payment of remuneration to M/s. Hemant Shah & Associates, Cost Accountant as Cost Auditors of the Company.		
6	Ordinary Resolution for appointment of Mr. Divakar Kaza (DIN: 01307279) as Non-Executive Independent Director.		
7	Ordinary Resolution for appointment of Ms. Poonam Arya Bharti (DIN:01165995) as Non-Executive Independent Woman Director.		

Signed this _____ day of _____ 2017.

Signature of Shareholder : _____

Signature of Proxy : _____

AFFIX REVENUE STAMP

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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WANBURY

Towards Better Healthcare

www.wanbury.com

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