ANNUAL REPORT 2014-15

Towards Better Healthcare

WANBURY

Towards Better Healthcare

WANBURY

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. K. Chandran	-	Vice Chairman & Wholetime Director
Dr. P. L. Tiwari	-	Non-Executive Independent Director
Mr. N. K. Puri	-	Non-Executive Independent Director
Mr. A. L. Bongirwar	-	Non-Executive Independent Director
Mr. S. K. Bhattacharya	-	Non-Executive Independent Director
Ms. Anita Belani* (* w.e.f. 13 August, 2015)	-	Non-Executive Independent Director

COMPANY SECRETARY

Mr. Jitendra J. Gandhi (w.e.f. 20 April, 2015)

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, Turbhe, Tarapur, Mazgaon (Maharashtra) and Tanuku (AP)

AUDITORS

M/s. Kapoor & Parekh Associates

Chartered Accountants, Mumbai

BANKERS

Bank of India
State Bank of India
Exim Bank
State Bank of Mysore
Axis Bank
Andhra Bank
IDBI Bank

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 Seventh (27th) Annual General Meeting of the Members of Wanbury Limited will be held on Monday, 28 September, 2015 at 11:30 A.M. at Hotel Tunga Regency, 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 the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Period ended 31 March 2015, along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868) of the Company, 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 resolutions as an **ORDINARY RESOLUTIONS** relating to the ratification of appointment of Statutory Auditors of the Company:
   (a) **"RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), the appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W) be and are hereby ratified as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors."
   (b) **"RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), the appointment of M/s. Kolath & Co., Chartered Accountants, Chennai, be and are hereby ratified as Branch Auditors of the Company, to audit the accounts of the Company's Plant Situated at Tanaku, West Godavari District, Andhra Pradesh, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS:

4. 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:

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company for payment of remuneration of ₹ 1,25,000/- (₹ One Lac Twenty Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31 March, 2016, to M/s. Hemant Shah & Associates, Cost Accountants, for conducting audit of cost accounts for Pharmaceutical Business of the Company, be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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 a **SPECIAL RESOLUTION**:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V as amended upto date and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to necessary approval of the Central Government, on recommendation of the Nomination & Remuneration Committee Meeting and Board of Directors, consent of the Members be and is hereby accorded to the revision in remuneration of Mr. K. Chandran (DIN: 00005868), Wholetime Directors of the Company on such terms and conditions including remuneration as set out hereunder, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. K. Chandran, Wholetime Director of the Company subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as under:

   A. Period:

   Three years w.e.f. 1 September, 2013 with liberty to either party to terminate the appointment on three month's notice in writing to the other.

B. Remuneration:

i) Basic Salary:

Basic Salary of ₹ 3,63,000/- (₹ Three Lacs Sixty Three Thousand only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling as may be specified under the Companies Act, 2013 and Rules made thereunder read with Schedule V of the Act.

ii) House Rent Allowance:

House Rent Allowance of ₹ 7,260/- (₹ Seven Thousand Two Hundred Sixty only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling as may be specified under the Companies Act, 2013 and Rules made thereunder read with Schedule V of the Act.

iii) Special Allowance:

Special Allowance of ₹ 2,930/- (₹ Two Thousand Nine Hundred Thirty only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling as may be specified under the Companies Act, 2013 and Rules made thereunder read with Schedule V of the Act.

iv) Leave Travel Allowance:

Leave Travel Allowance of ₹ 7,000/- (₹ Seven Thousand only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling of actual expenses.

v) Medical Allowance:

Medical Allowance of ₹ 1,250/- (₹ One Thousand Two Hundred Fifty only) per month with such increments as may be decided by the Board from time to time, subject however to a ceiling of actual expenses.

vi) Annual Performance Bonus:

At present not applicable as the Net worth of the Company is running into negative.

C. Perquisites:

i) Reimbursement of Expenses on actual, pertaining to gas, fuel, electrify and telephone.

ii) Personal Accident Insurance coverage for self as per the rules of the Company.

iii) Company's contribution towards Provident Fund and superannuation fund or annuity fund on basic salary as per the rules applicable to Senior Executives of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

iv) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per the rules applicable to Senior Executives of the Company.

v) Leave and encashment of leave at the end of the tenure as per the rules applicable to Senior Executives of the Company.

vi) A car for use of Company's business.

vii) Spouse accompanying on any official domestic and overseas trip will be governed as per the policy of the Company as applicable to Wholetime Director/Senior Executives of the Company.

viii) Fees of one corporate club in India (including Admission and Membership fees).

ix) Any other policies/benefits that are introduced by the Group from time to time as applicable at his level.

RESOLVED FURTHER THAT the aggregate of the Salary, allowances and perquisites in any financial year shall be subject to the limits prescribed from time to time under Sections 196,197, 198, 203 and other applicable provisions of the Companies Act, 2013 if any and Rules made thereunder, read with Schedule V to the Act as may be from time to time be in force or otherwise as may be permissible under the law.

RESOLVED FURTHER THAT in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the aforesaid remuneration will be minimum remuneration subject to the approval of Central Government wherever required.

RESOLVED FURTHER THAT subject as aforesaid, Mr. K. Chandran shall be governed by such other rules as may be applicable to the Senior Executives of the Company from time to time.

RESOLVED FURTHER THAT the period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors ("Board")/ Nomination and Remuneration Committee of Directors ("NRC") of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary, performance linked incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. K Chandran, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, 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:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anita Belani (DIN: 01532511), who was appointed as an Additional Director (Independent Non-executive) at the meeting of the Board of Directors held on 13 August, 2015 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director of the Company under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 13 August, 2015."

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
Mumbai, 13 August 2015

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 limited companies, societies act, etc. must be supported by an appropriate resolution/authority as applicable.
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 6 herein above, is annexes herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 22 September, 2015 to Monday, 28 September, 2015** (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
6. 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.

7. In case the mailing address mentioned on this Annual Report is without the PINCODE, Shareholders are requested to kindly inform their PINCODE immediately to their DP or the Company's Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., as mentioned above.
8. 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.
9. 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.
10. 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.
11. Pursuant to Section 205A and Section 205C to the Companies Act, 1956, (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified), the Company has transferred the unpaid or unclaimed dividends for the financial year 2006-2007 to Investor Education and Protection Fund (the IEPF) established by the Central Government.

    Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 23 March, 2015 on the website of the Company (www.wanbury.com) as also on the website of the Ministry of Corporate Affairs (www.mca.giv.in)

    Dividends for the financial years 2007-2008 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2007-08 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.
12. 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 demat holdings.
13. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with stock exchanges all the business as per Item Nos. 1 to 6 herein above, is required to be transacted by electronics means.
14. The Board of Directors of the Company has appointed CS. Ajit Sathe of M/s. A. Y. Sathe & Co., Practicing Company Secretary as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
15. Process and manner for Members opting for remote e - Voting is as under:
    (i) The remote voting period begins on **Friday, 25 September, 2015 at 9:00 A.M. and ends on Sunday, 27 September, 2015 at 5:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21 September, 2015** (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.
    (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 demat 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 Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat 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 / 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 for 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 out print 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) **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 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.

(xix) 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

16. 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
17. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the Annual General Meeting and the Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.
18. 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.
19. 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 **21 September, 2015** ('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.
20. The Scrutinizer will submit his report addressed to Mr. K. Chandran, Vice Chairman after completion of the scrutiny and the results of the voting will be announced on or before **30 September, 2015**.
21. 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
22. 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 (10:00 A.M. to 5:00 P.M.) on all working days except Sundays, 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:

In pursuance of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors (Board) shall appoint an Individual who is Cost Accountant in practice, or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the Members.

On recommendation of Audit Committee, the Board has considered and approved appointment of M/s. Hemant Shah & Associates, Cost Accountants, (the firm) for conducting of the Cost Audit of "all applicable products and group of products" at a remuneration of ₹ 1,25,000/- (₹ One Lac Twenty Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31 March, 2016.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution.

ITEM NO. 5:

Mr. K. Chandran has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company. Keeping this in view, the Board of Directors at its meeting held on 21 May 2015, has approved the revision in remuneration of Mr. K. Chandran as Whole-time Director of the Company with effect from 1 April 2015, subject to necessary approval of Shareholders in General Meeting and Central Government. Mr. K. Chandran fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.

The information as required under Schedule V to the Companies Act, 2013 are as under:

I. GENERAL INFORMATION:

(1) Nature of Industry – Pharmaceutical Industry.

(2) Date of commencement of commercial production – The Company commenced its pharmaceutical business from 1988 onwards.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

(4) Financial performance

(Amount ₹ in Lacs)

Financial Parameters	**2014-15****	2013-14*	2012-2013	2011-2012	2010-2011
Total Income	**24,640.72**	66,732.11	41,868.58	35,537.46	33,037.63
Total Expenditure	**25,192.47**	69,271.06	44,401.77	37,934.34	35,262.16
Profit / (Loss) Before Tax	**448.25**	(26,715.27)	(2,533.18)	(1,613.68)	(2,224.53)
Profit / (Loss) After Tax	**320.78**	320.76	(2,546.88)	(1,613.68)	(2,226.69)
Rate of Dividend recommended/ declared	**0%**	0%	0%	0%	0%

*** Financial Year 2013-14 was of 18 months from 1 April, 2013 to 30 September, 2014.**

**** Financial Year 2014-15 was of 6 months period starting from 1 October, 2014 to 31 March, 2015.**

(5) Export Performance and net foreign exchange collaborations:

(Amount ₹ in Lacs)

Year	Foreign Exchange Earnings (Income)	Foreign Exchange Outgo (Expenditure)
2014-2015**	12,796.79	3,244.99
2013-2014*	35,060.03	1,472.67
2012-2013	21,884.06	9,726.99
2011-2012	15,266.37	4,871.19
2010-2011	12,006.53	4,211.96

*** Financial Year 2013-14 was of 18 months from 1 April, 2013 to 30 September, 2014.**

**** Financial Year 2014-15 was of 6 months period starting from 1 October, 2014 to 31 March, 2015.**

(6) Foreign investments or collaborators, if any:

The Company has five foreign subsidiaries namely Wanbury Holdings B.V., Cantabria Pharma S. L., Laboratories Wanbury S. L., Ningxia Wanbury Fine Chemicals Company Limited and Wanbury Global FZE. Kindly refer to the Note No. 32 in the notes to accounts for the investment made by the Company in the subsidiaries, which forms part of Annual Report.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details: Mr. K. Chandran aged about 58 years, is a Science Graduate and has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company.

(2) Past Remuneration – Remuneration of ₹ Nil was paid to Mr. K. Chandran for the year 2014-2015.

(3) Job profile and his suitability – Mr. K. Chandran is in-charge of the overall administration of the Company and its Subsidiary Companies, subject to the superintendence, direction and control of the Board of the Company.

(4) Remuneration proposed – As set out in the Resolution. The remuneration of Mr. K. Chandran has the approval of Board and Remuneration Committee.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) – Taking into consideration, size of the Company, the profile of Mr. K. Chandran, an Indian National, the responsibility shouldered by him, the remuneration package set out in resolution is commensurate with the remuneration package paid to managerial position in other Companies.

(6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any – Besides, the remuneration proposed, Mr. K. Chandran does not have any other pecuniary relationship with the Company or relationship with any managerial personnel.

III. OTHER INFORMATION:

(1) Reason of loss or inadequate profits:

The Company has made a Net Profit of ₹ 320.76 Lacs in the year 2014-15. But in the previous year, the loss is mainly on account of increase in marketing expenses which will give the benefit to the Company in the coming financial years.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken a number of initiatives to improve the yield and other cost reduction by improving the manufacturing process. All vacancies have been filled across the country with the best talent. The Company has also engaged some of the best talent in the industry at senior management leadership levels. The new product pipeline is robust and the launch of these products should help to achieve a significant growth in revenues and profitability.

(3) Expected increase in productivity and profits in measurable terms:

Over the next three years the Company is targeting an overall compounded annual growth rate of 33%, which as aforesaid would be laid by growth in existing products, new product introductions, foray in new divisions and markets, increased geographical spread of the Company and expansion of its manufacturing and research capacities.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. K. Chandran and his relatives.

ITEM NO. 6:

The Board of Directors at their meeting held on 13 August, 2015 appointed Ms. Anita Belani as an Additional Independent Woman Director of the Company.

By virtue of the provisions of Section 161 of the Companies Act, 2013 and applicable Articles of Association of the Company, she will hold office upto the date of the ensuing Annual General Meeting.

As per Section 149 of the Companies Act, 2013 (the Act), an Independent Director shall hold office for a term upto five consecutive years and shall not be liable to retire by rotation. In view of the same, it is proposed to appoint Ms. Anita Belani, as an Independent Director (Independent Non-Executive) of the Company to hold office for a term of five years.

The above Independent Director is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from her that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Company has received a notice in writing from Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Anita Belani for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Anita Belani, is independent of the Management and fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement.

Brief profile of Ms. Anita Belani, Independent Director, nature of her expertise in specific functional areas and other details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to the Notice. The same may be treated as justification for her appointment as an Independent Director.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, the Board of Directors recommends the resolutions as set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Copy of the draft letter for appointment of Ms. Anita Belani as an Independent Director, setting out the terms and conditions, is available for inspection by Members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Ms. Anita Belani is concerned or interested in the resolutions at Item No.6 of the Notice relating to her appointment.

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
Mumbai, 13 August 2015

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

ANNEXURE TO NOTICE

INFORMATION AS REQUIRED UNDER CLAUSE 49 (VIII)(E) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTOR BEING RE-APPOINTED.

ITEM NO. 5

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant of Clause 49 of the Listing Agreement with Stock Exchanges) is annexed hereto:

Name	**Mr. K. Chandran**
Age	**58 Years**
Qualification	**Graduate**
Expertise in Specific Area	**Pharmaceutical Industry**
Date of First Appointment on the Board of the Company	**23 January, 2001**
No. of Shares held in the Company	**NIL**
Name of the other public limited companies in which Directorship held and Committee Membership/ Chairmanship held.	**Director:** **(1) Magnum Equifin Pvt. Ltd.** **(2) Cantabria Pharma S.L., Spain** **Committee Membership: NIL** **Committee Chairmanship: NIL**

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.

ITEM NO. 6

Name	**Ms. Anita Belani**
Age	**51 Years**
Qualification	**B.A., Honors in Economics** **M.B.A.**
Expertise in Specific Area	**Strategic HR**
Date of First Appointment on the Board of the Company	**13 August, 2015**
No. of Shares held in the Company	**NIL**
Name of the other public limited companies in which Directorship held and Committee Membership/ Chairmanship held.	**Director:** **1.Eternis Fine Chemicals Ltd.** **Committee Membership: NIL** **Committee Chairmanship:NIL**

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting herewith the **27th** Annual Report together with Audited Accounts of the Company for the Financial Period (Period of 6 months) ended on 31 March, 2015.

FINANCIAL HIGHLIGHTS: (STANDALONE)

The summarised financial results for the period under review are as under:

(₹ in Lacs)

PARTICULARS	2014-15**	2013-14*
Total Revenue from operations (including Other Income)	**24,992.33**	66,185.72
Other Income	**648.40**	546.39
Total Income	**25,640.73**	66,732.11
Total Expenses	**25,192.47**	69,271.06
Profit /(loss) before exceptional Items and tax	**448.25**	(2,538.95)
*Less: e*xceptional Items – income (expense)	**-**	(24,176.32)
Profit /(Loss) Before Tax	**448.25**	(26,715.27)
Less: Tax	**127.47**	285.66
Net Profit / (Loss) After Tax	**320.78**	(27,000.93)

*** Financial Year 2013-14 was of 18 months from 1 April, 2013 to 30 September, 2014.**

**** Financial Year 2014-15 was of 6 months period starting from 1 October, 2014 to 31 March, 2015.**

OPERATIONAL REVIEW/AFFAIRS OF THE COMPANY & FUTURE OUTLOOK:

The figures of Financial Period 2014-15 being 6 months are not strictly comparable with Financial Period 2013-14 being 18 months. However, the financial highlights are as under:

The Total Revenue for the Financial Period under review was ₹ 25,640.73 Lacs as against ₹ 66,732.11 Lacs in the previous period. The Total Expenditure incurred in the current Financial Period was ₹ 25,192.47 Lacs as against ₹ 69,271.06 Lacs in the previous period. Exceptional items during the period under review were ₹ Nil as against ₹ 24,176.32 Lacs in the previous period.

The Profit after tax for the Financial Period under review was ₹ 320.78 Lacs as against a Loss after Tax of ₹ 27,000.93 Lacs for the previous Financial Period.

The Company entered into a Corporate Debt Restructuring (CDR) in 2011 with its lenders. Post CDR also, the Bankers have reposed faith in the Company's business model and have continuously supported the Company with additional working capital facilities and term loans.

DIVIDEND:

The Board of Directors of the Company has not recommended any dividend for the financial period 2014-2015 to conserve the resources of the Company.

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

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the Companies Act, 2013 is not required.

EXTRACT OF ANNUAL RETURN:

Persunt 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 period under review. Further, there are no deposits which remained unpaid/unclaimed at the beginning or at the end of the period under review.

BOARD OF DIRECTORS AND NUMBER OF MEETINGS:

The Board of Directors of the Company has 5 Directors. Details of Directors and their category are as under:

Sr. No.	Name of Directors	Category
1	Mr. K. Chandran	Promoter and Executive Director
2	Mr. A.L. Bongirwar	Non-Executive Independent Director
3	Mr. N.K. Puri	Non-Executive Independent Director
4	Dr. P.L. Tiwari	Non-Executive Independent Director
5	Mr. S.K. Bhattacharyya	Non-Executive Independent Director
6	Mr. Manish Joshi * (upto 4 December, 2014)	Nominee Director (EXIM Bank Ltd.)

* Mr. Manish Joshi, was Nominee Director of EXIM Bank. EXIM Bank has withdrawn nomination of Mr. Manish Joshi w.e.f. 4 December, 2014.

Four Board Meetings were held during the Financial Period 2014-15. These meetings were held on 26 November 2014, 18 December 2014, 11 February 2015 and 23 March 2015 and in no case the gap between two Board Meetings was more than 120 days.

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 and Clause 49 of the Listing Agreement.

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 the Companies Act, 2013 during the period under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered 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 period 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 Wanbury Infotech Private Limited, related party are in normal course of business and at arm's length. 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, of the transactions with the related parties are given in the **Annexure - II** forming part of this Report.

Your Directors draw attention of the Members to Note No. 50 to the financial statement which sets out Related Party disclosures.

AUDITORS' AND AUDITORS REPORT:

The Shareholders of the Company in their Twenty Sixth Annual General Meeting held on 23 March, 2015 had accorded their approval pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to appoint M/s. Kapoor & Parekh Associates, Chartered Accountants, as the Statutory Auditors of the Company for the period of three years commencing from the conclusion of Twenty Sixth Annual General Meeting until the conclusion of Twenty Ninth Annual General Meeting in the Calendar year 2017.

The Shareholders of the Company in their Twenty Sixth Annual General Meeting held on 23 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. Kolath & Co., Chartered Accountants, as Branch Auditor to audit the accounts of the Company's Plant Situated at Tanuku, West Godavari District, Andhra Pradesh, for the period of three years commencing from the conclusion of Twenty Sixth Annual General Meeting until the conclusion of Twenty Ninth Annual General Meeting in the Calendar year 2017.

The Board of Directors of the Company has, pursuant to the provisions of Section 139, recommended the ratification of appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants and M/s. Kolath & Co., Chartered Accountants, for the approval of the Shareholders from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Ninth Annual General Meeting.

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.

DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

Your Company has five subsidiaries viz. Wanbury Holdings B. V., Cantabria Pharma S. L., Laboratories Wanbury S. L., Ningxia Wanbury Fine Chemicals Co. Ltd. and Wanbury Global FZE.

The Accounts of Cantabria Pharma S. L. and Laboratories Wanbury S. L. are not available due to the companies being in 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 - III to this Report.

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

Report in specified format on the performance and financial position of other subsidiary companies are attached as **Annexure - III** to this Report.

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:

1.	Mr. N. K. Puri	-	Chairman
2.	Mr. A. L. Bongirwar	-	Member
3.	Mr. S. K. Bhattacharyya	-	Member
4.	Mr. K. Chandran	-	Member

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 (6) of the Act 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, Mr. A. L. Bongirwar, Dr. P. L. Tiwari and Mr. S. K. Bhattacharya are Independent Directors who are not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

During the period under review, pursuant to Nomination of Mr. Manish Joshi (DIN: 06532127) withdrawn by EXIM Bank, he ceased to be the Nominee Director on the Board of the Company with effect from 4 December, 2014.

During the period under review, Mr. Mangesh Bhosale, Vice President – Finance and Company Secretary of the Company resigned with effect from 26 November, 2014.

The Board of Directors in their meeting held on 23 March, 2015 has appointed Mr. Jitendra J. Gandhi (ICSI Membership No.: F7209) as Company Secretary of the Company with effect from 20 April, 2015.

Other than this no Director or Key Managerial Personnel was appointed or has resigned during the period under consideration.

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

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

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.

Your Company has sound, well-established and adequate internal control systems commensurate with its size and nature of business. The internal control systems ensure protection of assets and proper recording of all transactions. The Company has an Internal Audit Department consisting of a team of skilled employees, which carries out regular audits across all operations of the Company.

SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed CS Ajit Sathe [FCS: 2899 and COP: 738] – Proprietor of M/s. A. Y. Sathe & Co., Practising Company Secretary, to conduct the Secretarial Audit for the period from 1 October, 2014 to 31 March, 2015. 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:

1. *the appointment of Woman Director on the Board of Directors of the Company is yet to be made.*
2. *the Company is required to appoint Key Managerial Personnel (KMP) viz. Chief Financial Officer and Company Secretary. The Company has not complied with this condition during the period under review.*
3. *There was a delay in transferring the unclaimed/unpaid amount of dividend for the Financial Year 2006-07 to Investor Education and Protection Fund.*
4. *the Company has paid excess remuneration to the Whole Time Director beyond the prescribed limits under Section 197 read with Schedule V of the Companies Act, 2013.*
5. *the Company has not filed Form CRA-2 with Registrar of Companies for the appointment of Cost Auditor for the Financial Year 2014-15.*
6. *there were non-disclosure of following information on the website:*
   - *Email ID & other relevant details of grievance redressal division/ compliance officer.*
   - *The Terms & Conditions of appointment of Independent Directors.*
   - *Details of familiarization programmes for Independent Directors.*
7. *the Company is ensuring the compliances of applicable clauses of Listing Agreement except that the Company has not complied with Clause 31 regarding submission of copies of Annual Report (Form A and Form B) to stock exchange for the financial year ended on 30 September 2014.*
8. *the Company has not filed Form ECB-2 for the month of January, 2015, February, 2015 and March, 2015 with the Authorised Dealer.*
9. *the Form ODI-Part IV -APR for the year ended 30 September, 2014 of Wanbury Holding B.V. and Wanbury Global FZE Wholly owned Subsidiaries is yet to be filed with the Authorised Dealer. No Form ODI-Part IV-APR for Ningxia Wanbury Fine Chemicals Co. Ltd., China has been filed by the Company.*

Management Response to the aforesaid observations is as under:

1. ***We confirm that the Company has not made the said appointment during the period under review and the appointment will be made on or before 31 July, 2015..***
2. ***In this connection, the Board has selected certain candidates for CFO position after taking into account the scope of work of the concerned person, the salary which may have to be paid and other relevant matter. The same will get appointed on or before 31 July, 2015. The Company did not appoint Company Secretary for the period 26 November, 2014 to 31 March, 2015 due to administrative problems. However, we have appointed Mr. Jitendra J. Gandhi as Company Secretary w.e.f. 20 April, 2015.***
3. ***Due to administrative problems, there was a delay in transferring the unclaimed/unpaid amount of dividend for the Financial Year 2006-07 to Investor Education and Protection Fund. We have transferred the same on 8 May, 2015.***
4. ***We confirm that the Company has paid excess remuneration to the Whole Time Director beyond the prescribed limits under Section 197 read with Schedule V of the Companies Act, 2013. The Company is in the process of making necessary application to Central Government for waiver of excess remuneration.***
5. ***We confirm that the Company has not filed Form CRA-2 with Registrar of Companies for the appointment of Cost Auditor for the Financial Year 2014-15. However the same was filed on 13 May, 2015.***
6. ***The Company's website was under maintenance so there was non-disclosure of following information on the website:***
   - ***Email ID & other relevant details of grievance redressal division/ compliance officer.***
   - ***The Terms & Conditions of appointment of Independent Directors.***
   - ***Details of familiarization programmes for Independent Directors.***
7. ***The Company is ensuring the compliances of applicable clauses of Listing Agreement except that the Company has not complied with Clause 31 regarding submission of copies of Annual Report (Form B) to stock exchanges for the financial year ended on 30 September, 2014. However, the same will be filed with Stock Exchanges in due course of time.***

8. ***However, we confirm that the Company has not filed Form ECB-2 for the month of January, 2015, February, 2015 and March, 2015 with the Authorised Dealer in time. However, the same will be filed with Reserve Bank of India in due course of time.***
9. ***We confirm that the Form ODI-Part IV -APR for the year ended 30 September 2014 of Wanbury Holding B.V. and Wanbury Global FZE Wholly owned Subsidiaries is yet to be filed with the Authorised Dealer. No Form ODI-Part IV-APR for Ningxia Wanbury Fine Chemicals Co. Ltd., China has been filed by the Company.***

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Provisions of Section 135 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 Clause 49 of Listing Agreement and Section 177 of the Companies Act, 2013.

During the period under review, the Audit Committee met 4 times on 26 November 2014, 18 December 2014, 11 February 2015 and 23 March 2015.

Following are the Members of the Audit Committee:

1.	Mr. N. K. Puri	-	Chairman
2.	Mr. A. L. Bongirwar	-	Member
3.	Mr. S. K. Bhattacharyya	-	Member
4.	Mr. K. Chandran	-	Member

The broad terms and conditions are already given in Corporate Governance Report. The Members are requested to refer the same.

NOMINATION AND REMUNERATION COMMITTEE POLICY:

Nomination and Remuneration Committee 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.

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

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section titled as 'Corporate Governance' is attached to this Annual Report.

COST AUDITORS:

Your Directors have appointed M/s. Hemant Shah & Associates, Cost Accountant as the Cost Auditor for the Financial Year 2015-16. M/s. Hemant Shah & Associates will submit the cost audit report along with 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 30 September, 2014 which was due for filing on 31 March 2015 was filed with the Central Government (Ministry of Corporate Affairs) on 13 May, 2015.

As required by Section 148 of the Act, necessary resolution has been included in the Notice convening the Annual General Meeting, seeking ratification by members to the Remuneration proposed to be paid to the Cost Auditors for the Financial Year 2015-16.

PARTICULAR OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other Particular of Employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are also forms part of this Report.

However, having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection at the

Registered Office of the Company during business hours for a period of 21 days before the date of ensuing Annual General Meeting 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:

Proper vigil mechanism, which includes a Whistle Blower Policy, has been established for directors and employees to report their genuine concerns or grievances to the Company. The Whistle Blower Policy is posted on the Website of the Company at www.wanbury.com

SEXUAL HARASSMENT OF WOMAN 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 the 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 of during the year 2014-15:

- No. of complaints received: Nil
- No. of complaints disposed of: Nil

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

During the period under review, there are no any such instances reported by the Company.

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 financial period under review.

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 -V** 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 period ended on 31 March, 2015 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 judgements 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 period ended on 31 March, 2015 and of the profit and loss of the Company for that period;

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, had laid down and these controls are adequate and were operating effectively; and

vi) the Company had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

ACKNOWLEDGEMENT:

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, guidance and support and also expect 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, 21 May 2015

ANNEXURE- I

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN
as on the Financial Period ended on 31 March, 2015.

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 August, 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 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Maharashtra, India.
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 Ind. 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	21002 & 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. Netdharlands.

** Laboratories Wanbury S. L. (Spain) is Wholly Owned Subsidiary of Cantabria Pharma S. L. (Spain).

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

i. Category wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year 1 April, 2014				No. of Shares held at the end of the year 31 March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). Individual	-	-	-	-	-	-	-	-	-
(b). Central Govt.	-	-	-	-	-	-	-	-	-
(c). State Govt(s).	-	-	-	-	-	-	-	-	-
(d). Bodies Corp.	6754730	-	6754730	33.83	6754730	-	6754730	33.83	-
(e). FI / Banks	-	-	-	-	-	-	-	-	-
(f). Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	**6754730**	**-**	**6754730**	**33.83**	**6754730**	**-**	**6754730**	**33.83**	**-**
(2). FOREIGN									
(a). Individual NRI / For Ind	-	-	-	-	-	-	-	-	-
(b). Other Individual	-	-	-	-	-	-	-	-	-
(c). Bodies Corporates	-	3024000	3024000	15.14	-	3024000	3024000	15.14	-
(d). Banks / FII	-	-	-	-	-	-	-	-	-
(e). Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(f). Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	3024000	3024000	15.14	-	3024000	3024000	15.14	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**6754730**	**3024000**	**9778730**	**48.97**	**6754730**	**3024000**	**9778730**	**48.97**	**-**
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	10068	49	10117	0.05	66	49	115	-	-0.05
(b). FI / Banks	2951	521	3472	0.02	2951	521	3472	0.02	-
(c). Central Govt.	-	-	-	-	-	-	-	-	-
(d). State Govt.	151	-	151	-	151	-	151	-	-
(e). Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f). Insurance Companies	750729	-	750729	3.76	750729	-	750729	3.76	-
(g). FIIs	-	-	-	-	-	-	-	-	-
(h). Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i). Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	**763899**	**570**	**764469**	**3.83**	**753897**	**570**	**754467**	**3.78**	**-0.05**
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	1691345	4746	1696091	8.49	1533205	4746	1537951	7.70	-0.79
(ii). Overseas	-	-	-	-	-	-	-	-	-
(b). Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	4533371	462375	4995746	25.02	4558557	460734	5019291	25.14	0.12
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1824352	-	1824352	9.14	1902952	-	1902952	9.53	0.393

Category of Shareholders	No. of Shares held at the beginning of the year 1 April, 2014				No. of Shares held at the end of the year 31 March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c). Others (Specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	113501	17070	130571	0.65	115002	17070	132072	0.66	0.007
Overseas Corporate Bodies	-	94680	94680	0.47	-	94680	94680	0.47	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	117647	-	117647	0.59	182143	-	182143	0.91	0.323
Trusts	-	-	-	-	-	-	-	-	-
Foreign Boodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	8280216	578871	8859087	44.36	8291859	577230	8869089	44.41	0.05
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**9044115**	**579441**	**9623556**	**48.19**	**9045756**	**577800**	**9623556**	**48.19**	-
C. Shares held by Custodian for GDRs & ADRs	567000	-	567000	2.84	567000	-	567000	2.84	-
Grand Total (A+B+C)	**16365845**	**3603441**	**19969286**	**100.00**	**16367486**	**3601800**	**19969286**	**100.00**	-

ii. Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 April, 2014			Shareholding at the end of the Year 31 March, 2015			
		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	Kingsbury Investments Inc.	3024000	15.14	-	3024000	15.14	-	-
2	Expert Chemicals (India) Pvt Ltd	6754730	33.83	-	6754730	33.83	-	-

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

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
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

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 1 April, 2014			Shareholding at the end of the year 31 March, 2015			
		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	Inchem Inc.	94680	0.47	01-04-2014	-	-	-	-
	Closing Balance	94680	0.47	31-03-2015	-	-	94680	0.47
2	General Insurance Corporation of India	471267	2.36	01-04-2014	-	-	-	-
	Closing Balance	471267	2.36	31-03-2015	-	-	471267	2.36
3	Life Insurance Corporation of India	279462	1.40	01-04-2014	-	-	-	-
	Closing Balance	279462	1.40	31-03-2015	-	-	279462	1.40
4	Yalamarthi Thimma Raja	15416	0.08	01-04-2014	-	-	-	-
	Closing Balance	15416	0.08	31-03-2015	-	-	15416	0.08
5	Yelamarthi Thimma Raja	262423	1.31	01-04-2014	-	-	-	-
	Closing Balance	262423	1.31	31-03-2015	-	-	262423	1.31
6	The Bank of New York	567000	2.84	01-04-2014	-	-	-	-
	Closing Balance	567000	2.84	31-03-2015	-	-	567000	2.84
7	Globe Fincap Limited	147748	0.74	01-04-2014	-	-	-	-
		-	-	13-06-2014	29010	Transfer	176758	0.89
		-	-	12-09-2014	-57748	Transfer	119010	0.60
		-	-	17-10-2014	10000	Transfer	129010	0.65
		-	-	12-12-2014	-1000	Transfer	128010	0.64
		-	-	19-12-2014	-2000	Transfer	126010	0.63
		-	-	09-01-2015	-700	Transfer	125310	0.63
		-	-	20-03-2015	40000	Transfer	165310	0.83
		-	-	27-03-2015	-26000	Transfer	139310	0.70
	Closing Balance	139310	0.70	31-03-2015	-	-	139310	0.70
8	SIDBI Trustee Company Limited A/C	285000	1.43	01-04-2014	-	-	-	-
	Closing Balance	285000	1.43	31-03-2015	-	-	285000	1.43
9	Magnum Equifin Private Limited	500100	2.50	01-04-2014	-	-	-	-
	Closing Balance	500100	2.50	31-03-2015	-	-	500100	2.50
10	Tara Chand Jain	278993	1.40	01-04-2014	-	-	-	-
		-	-	02-05-2014	3000	Transfer	281993	1.41
		-	-	20-06-2014	-4465	Transfer	277528	1.39
		-	-	15-08-2014	-1000	Transfer	276528	1.39
		-	-	22-08-2014	-1000	Transfer	275528	1.38
		-	-	29-08-2014	-4000	Transfer	271528	1.36
	Closing Balance	271528	1.36	31-03-2015	-	-	271528	1.36

v. Shareholding of Directors and Key Managerial Personnel:

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 Shareholding 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:

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Period				
i) Principal Amount	646.21	50.67	-	**696.88**
ii) Interest due but not paid	5.86	-	-	5.86
iii) Interest accrued but not due	-	-	-	**-**
Total (i+ii+iii)	652.07	50.67	-	**702.74**
Change in Indebtedness during the Financial Period				
• Addition	11.59	-	-	**11.59**
• Reduction	53.28	6.66	-	**61.48**
Net Change	(41.69)	(8.20)	-	**(49.89)**
Indebtedness at the end of the Financial Period				
i) Principal Amount	610.38	42.47	-	**652.85**
ii) Interest due but not paid	-	-	-	**-**
iii) Interest accrued but not due	2.26	-	-	**2.26**
Total (i+ii+iii)	**612.64**	**42.47**	-	**655.11**

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
		K. Chandran - WTD	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify…	-	-
5.	Others, please specify	-	-
	Total	-	-

B. *Remuneration to other Directors:*

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount in ₹
1.	**Independent Director**	**N.K. Puri**	**A. L. Bongirwar**	**P.L. Tiwari**	**S.K. Bhattacharya**	**Manish Joshi**	
	Fee for attending Board / Committee meetings	1,00,000/-	1,00,000/-	1,00,000/-	76,000/-	22,000/-	**3,98,000/-**
	Commission	-	-	-	-	-	**-**
	Others, please specify	-	-	-	-	-	**-**
	Total	1,00,000/-	1,00,000/-	1,00,000/-	76,000/-	22,000/-	**3,98,000/-**
2.	**Other Non-Executive Directors**						
	Fee for attending Board / Committee meetings	-	-	-	-	-	**-**
	Commission	-	-	-	-	-	**-**
	Others, please specify	-	-	-	-	-	**-**
	Total	-	-	-	-	-	**-**
	TOTAL (1 + 2)	**1,00,000/-**	**1,00,000/-**	**1,00,000/-**	**76,000/-**	**22,000/-**	**3,98,000/-**

C. *Remuneration to key managerial personnel other than MD / Manager / WTD:*

Sr. No.	Particulars of Remuneration	Key Managerial Personnel					Total Amount in ₹
		President-API	**President-Formulation**	**CEO**	**Company Secretary**	**CFO**	
		P. V. Paupathy	**Indranil Chakrovarthy**	**-**	**Mangesh BHosale**	**-**	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,33,58,970/-	53,95,770/-	**-**	15,66,841/-	-	**2,03,21,581/-**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	**-**	**-**	**-**	**-**	**-**	**-**
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	**-**	**-**	**-**	**-**	**-**	**-**
2.	Stock Option	**-**	**-**	**-**	**-**	**-**	**-**
3.	Sweat Equity	**-**	**-**	**-**	**-**	**-**	**-**
4.	Commission	**-**	**-**	**-**	**-**	**-**	**-**
	- as % of profit	**-**	**-**	**-**	**-**	**-**	**-**
	- others, specify…	**-**	**-**	**-**	**-**	**-**	**-**
5.	Others, please specify	**-**	**-**	**-**	**-**	**-**	**-**
	Total	1,33,58,970/-	53,95,770/-	**-**	15,66,841/-	**-**	**2,03,21,581/-**

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	-	-	-	-	-
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, 21 May 2015

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 ₹)

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.	1 October, 2014 to 31 March, 2015	1 October, 2014 to 31 March, 2015	1 October, 2014 to 31 March, 2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Euro 1 Euro = ₹ 67.51	AED 1 AED= ₹ 17.02	CNY 1 CNY= ₹ 10.20
4	Share Capital	6515.26	1322.68	5.29
5	Reserves & Surplus	(16435.99)	(1320.32)	(118.59)
6	Total Assets	121.61	3.21	10.81
7	Total Liabilities	121.61	3.21	10.81
8	Investments	0	0	0
9	Turnover	0	0	0
10	Profit before taxation	(0.04)	(0.31)	0
11	Provision for taxation	0	0	0
12	Profit after taxation	(0.04)	(0.31)	0
13	Proposed Dividend	Nil	Nil	Nil
14	% of shareholding	100	100	100

Notes:

1. Name of the 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 : Not Applicable

(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. of 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, 21 May 2015

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 contract 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	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	6 months (i.e. from 1 October, 2014 to 31 March, 2015)
	d. Salient terms of the contracts or arrangements or transactions including the value, if any.	₹ 140.26 Lacs
	e. Date(s) of approval by the Board, if any	26 November, 2014
	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, 21 May 2015

ANNEXURE - IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE SIX MONTHS PERIOD ENDED 31ST MARCH,2015

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

To,
The Members,
Wanbury Limited

I, Ajit Yeshwant Sathe, Proprietor of A. Y. Sathe & Co., Practicing Company Secretaries have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wanbury Limited(CIN:L51900MH1988PLC048455) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Six Months Period ended on 31 March, 2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Six Months Period ended on 31 March, 2015 according to the provisions of:

(i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) 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 following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act.):-

  (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, 1992;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)**;

  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable to the Company during the Audit Period)**;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period)**;

  (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 **(Not Applicable to the Company during the Audit Period)**; and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**;

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- Drugs and Cosmetics Act, 1940
- Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
- Petroleum Act, 1934
- Food Safety And Standards Act, 2006

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period)**.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/ non- compliances:

Companies Act, 2013:

a) Appointment of Woman Director on the Board of Directors of the Company is yet to be made.

b) During the entire Audit Period, the Company has not appointed Chief Financial Officer as Key Managerial Personnel (KMP) of the Company and the Company did not appoint Company Secretary as KMP for the period 26 November, 2014 to 31 March, 2015.

c) Form CRA-2 for appointment of Cost Auditor for Financial Year 2014-15 is yet to be filed.

d) Unpaid /unclaimed dividend for the F. Y. 2006-07 due for transfer to IEPF on 29.10.2014 has been paid after the period under review however Form INV is yet to be filed.

e) During the Audit Period, the Company has paid excess remuneration to the Whole Time Director beyond the prescribed limits under Section 197 read with Schedule V of the Companies Act, 2013.

f) The Company has created lien on its Fixed Deposit receipts aggregating to ₹ 3,183,428/- for which no charge has been created and filed with Registrar of Companies.

Listing Agreement:

1. Non disclosure of following information on Company's website:
   a) Email ID & other relevant details of grievance redressal division/ compliance officer.
   b) The Terms & Conditions of appointment of Independent Directors.
   c) Details of familiarization programmes for Independent Directors.
2. Non-compliance of Clause 31 regarding submission of copies of Annual Report (Form A and Form B) to stock exchange for the financial year ended on 30th September 2014.

FEMA:

a) Form ECB-2 is yet to be filed with the Authorised Dealer for the Months January 2015, February 2015 and March 2015.

b) Form ODI-Part IV -APR for the year ended 30th September 2014 of Wanbury Holding B.V. and Wanbury Global FZE Wholly owned Subsidiaries is yet to be filed

c) Records of Ningxia Wanbury Fine Chemicals Co. Ltd. China Wholly owned Subsidiaries were not found.

In respect of other laws specifically applicable to the Company, I have relied on the information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

I 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

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

I further report that during the audit period there were no instances of:

(i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.

(ii) Redemption / buy-back of securities

(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations

For A. Y. Sathe & Co.
Company Secretaries

Sd/-
Ajit Yeshwant Sathe
(Proprietor)
FCS No. 2899
COP No. 738
Mumbai, 20 May 2015

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,

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 the 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. Whether ever 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.

For A. Y. Sathe & Co.
Company Secretaries

Sd/-
Ajit Yeshwant Sathe
(Proprietor)
FCS No. 2899
COP No. 738
Mumbai, 20 May 2015

ANNEXURE - V

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

The Company has taken below mentioned measures for conservation of energy during the year under review: -

(i) Coal usage reduced with Briquette which is a agro based fuel which will have a good impact on the reduction of non-renewable energy sources.

(ii) We are targeting to reduce Distillation time cycle of major product thereby reducing boiler fuel and power consumption in vacuum pumps.

(iii) Serious technology and process improvement on for other major products like Tramadol and Sertraline which should reduce the product cost.

(iv) Usage of CFL lamps instead of normal lamps.

(v) Continuous centrifuge in place of batch centrifuge to conserve energy.

INFORMATION AS PER PRESCRIBED FORM A:

	For the period ended on 31.03.2015	For the period ended on 30.09.2014
1. Electricity		
(a) Purchased		
Unit (KWH)	**72,05,804**	1,86,59,312
Total Amount (in ₹)	**521,56,530**	13,85,40,476
Rate / Unit (in ₹)	**7.24**	7.42
(b) Own Generation		
Unit (KWH)	**72,815**	12,42,990
Total Amount (in ₹)	**19,96,402**	2,24,07,184
Rate / Unit (in ₹)	**27.42**	18.03
2. Furnace Oil & LDO		
Quantity (Litres)	**15,155**	298,660
Total Amount (in ₹)	**900,867**	1,71,92,209
Average Rate (₹ per Litre)	**59.44**	57.56
3. Briquette		
Quantity (MT)	**6,590**	13,540
Total Amount (in ₹)	**41,346,954**	8,74,32,624
Average Rate (₹ per MT)	**6,273.99**	6,457.13
4. Coal		
Quantity (MT)	**85**	3,621
Total Amount (in ₹)	**316,466**	1,41,66,500
Average Rate (₹ per MT)	**3,718.75**	3,912.31

CONSUMPTION PER UNIT OF PRODUCTION

The Company manufactures APIs having varied product cycles. It is therefore, impractical to apportion the consumption and cost of utilities to each product.

NOTE: There are no specific standards, as the consumption per unit depends upon the product mix. Variations in consumption are due to different product mix.

B. TECHNOLOGY ABSORPTION

Research and Development centre is situated at Mhape, Navi Mumbai and has strength of 29 dedicated scientist. They are engaged in process development in new products, cost improvement projects as well scale up of the newly developed products in the factory. This effort of R and D has also been reinforced by setting up a Technical Services Dept at Tanuku whose role relating to smooth transfer of technology of new products, trouble shooting issues in regular production and working on New Technologies has been of a high order.

In the last year, R & D has mainly concentrated on enhancement of capacity and cost improvement. Cost improvement of products along with five new product process developments were successfully completed in labs and some of these were executed in manufacturing plants.

R & D has also filed two patent applications last year to protect the intellectual assets of the Company.

R&D Centre has launched innovative fixed dose combination: Chymonac MR tablets (Fast Dispersing Tablets).

New oral formulation Collage P (Collagen Peptide sachet) launched.

Unique Myo- Inositol Chewable tablets with Strawberry flavour (Small Chicklet shaped tablet) has been developed first time in India to replace the big Myotol F soft gelatin capsules currently been marketed. This innovative development will give edge to marketing for boosting the sale of Myotol F brand.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

a) Earning in Foreign Currency:

(₹ in Lacs)

Particulars	For the period ended on 31.03.2015	For the period ended on 30.09.2014
INCOME:		
FOB Value of Exports	**12,492.56**	25,789.97
Freight, Insurance etc.	**304.23**	756.33
TOTAL INCOME	**12,796.79**	26,545.30
EXPENDITURE:		
CIF Value of Imports:		
Raw Materials [Including High Seas purchases]	**2,765.41**	8,440.75
Capital Goods [Including High Seas purchases]	**46.43**	72.98
Interest	**133.48**	645.04
Commission expense	**83.39**	92.79
Legal & Professional Fees	**20.86**	184.91
Other Expenses (including travelling and business promotion)	**196.26**	549.93
TOTAL EXPENDITURE	**3,244.99**	9,986.40

For and on behalf of the Board of Directors,

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Mumbai, 21 May 2015

STATEMENT PURSUANT TO SECTION 129 (3) READ WITH RULE 5 OF THE COMPANIES ACT, 2013 RELATING TO SUBSIDIARY COMPANIES

Name of the Subsidiary Company	Financial Year / Period of the Subsidiary Company	Date from which it became Subsidiary	Extent of Interest of the Holding Company in the Capital and Reserve of the Subsidiary Company at the end of the Financial Year / Period of the Subsidiary Company		Net Aggregate Amount of the Subsidiary Company's Profit / (Loss) not dealt with in the Holding Company's Accounts		Net Aggregate Amount of the Subsidiary Company's Profit / (Loss) not dealt with in the Holding Company's Accounts	
			a) Number of shares held	b) extent of holding	Current Year / Period	Previous Year / Period	Current Year / Period ₹ in Lacs	Previous Year / Period ₹ in Lacs
Wanbury Holdings B. V., Nertherlands	1 October, 2014 to 31 March, 2015	15 September, 2006	6489 Ordinary Equity Shares of Face Value of Euro 1000 each.	100%	**NIL**	NIL	**(0.04)**	(18,789.34)
Cantabria Pharma S. L., Spain (Refer Note 6)	1 October, 2014 to 31 March, 2015	2 October, 2006	1000 shares of Face Value of Euro 60 each. (Refer Note 1)	100%	**NIL**	NIL	-	-
Laboratories Wanbury S. L., Spain (Refer Note 6)	1 October, 2014 to 31 March, 2015	28 September, 2007	2709 shares of Face Value of Euro 1 each. (Refer Note 2)	100%	**NIL**	NIL	-	-
Ningxia Wanbury Fine Chemicals Co. Ltd., China	1 October, 2014 to 31 March, 2015	24 October, 2007	13260 shares of Face Value of US$ 1 each.	100%	**NIL**	NIL	-	(126.97)
Wanbury Global FZE	1 October, 2014 to 31 March, 2015	6 April, 2009	5 shares of Face Value of AED 100000/- each.	100%	**NIL**	NIL	**(0.31)**	(1,476.69)

Notes:

(1) Shares are held by Wanbury Holdings B. V., Nertherlands, a Wholly Owned Subsidiary of the Company.

(2) Shares are held by Cantabria Pharma S. L., Spain.

(3) There is no change in Holding Company's interest in the Subsidiaries between the end of the Financial Period of the Subsidiaries and the end of the Holding Company's Financial Period.

(4) No material changes have been occurred between the end of Finanical Period of the Subsidiaries and end of the Holding Company's Financial Period in respect of - (a) the Subsidiary's Fixed Assets (b) the Subsidiary's Investment (c) the moneys lent by Subsidiary (d) the money borrowed by Subsidiary for any purpose other than that of meeting current liabilities.

(5) Pursuant to the exemption given by the Central Government, Ministry of Corporate Affairs, vide its General Circular No. 2/2011 dated 8 February, 2011, the Company has not attached along with its Annual Report, detailed financial statement of accounts comprising of Balance Sheet, Profit & Loss Account, Reports of Directors & the Auditors and other information of its Subsidiary Companies. Any Shareholder interested in obtaining a copy of the Balance Sheet, Profit & Loss Account, Directors' Report and Auditors' Report of said subsidiaries, may write to the Company Secretary at the Registered Office of the Company.

(6) Cantabria Pharma S.L. (CP) has 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. Consequently, Wanbury Holding BV, Netherland, the Holding Company and Wanbury Limited, India, the ultimate Holding Company ceases to have control effective from aforesaid date as required by AS-21 "Consolidated Financial Statements". Due to the non availability of Consolidated Financial Statement of CP for the period 1 April 2013 to 26 February 2014, the same have not been incorporated in Consolidated Financial Statement of the previous period.

For and on behalf of the Board of Directors,

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Mumbai, 21 May 2015

INFORMATION ON THE FINANCIAL OF THE SUBSIDIARY COMPANIES FOR THE PERIOD ENDED 31 MARCH, 2015

Name of the Subsidiary Company	Wanbury Holdings B. V., Nertherlands	Wanbury Global FZE, Ras Al Khaimah, UAENingxia	Wanbury Fine Chemicals Co. Ltd., China
The Finanical Year / Period ended on	31 March, 2015	31 March, 2015	31 March, 2015
	(₹ In Lacs)	(₹ In Lacs)	(₹ In Lacs)
Capital	6,515.26	1,322.68	5.29
Ordinary Share Application Money	10,004.46	-	-
Reserves	(16,435.99)	(1,320.06)	(118.59)
Total Liabilities	121.61	3.21	10.81
Total Assets	121.61	3.21	10.81
Turnover (net)	-	-	-
Profit / (Loss) before Tax	(0.04)	(0.31)	-
Provision for Tax	-	-	-
Profit / (Loss) after Tax	(0.04)	(0.31)	-

For and on behalf of the Board of Directors,

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Mumbai, 21 May 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Overview

Introduction:

The Indian pharmaceutical market is currently sized at US$ 11.2 billion growing at 10%. As per the IMS Prognosis report this market is expected to grow in a range of 11-13% over the next 5 years. The estimated market size will be to the tune of $ 30 Bn by 2020. Historically this sector has outperformed many other industries in its growth. Over the last 2 decades the industry growth has been in a range of 1.8 times to 2 times the GDP growth. The key growth drivers to the industry are primarily volumes and new introductions. The Indian Pharma Market is dominated by local Indian Pharma companies which currently account for 70% of the market. However, given the industry consolidation, MNCs have increased their share to 30% over the last few years through the M&A route. Reports from leading consulting firms indicate that the Indian pharmaceutical market will be amongst the top 10 pharmaceutical markets in the world by 2020.

The rise of pharmaceutical outsourcing and investments by multinational companies (MNCs), allied with the country's growing economy, committed health insurance segment and improved healthcare facilities, is expected to drive the market's growth.

India is today one of the top emerging markets in the global pharmaceutical scene. The sector is highly knowledge-based and its steady growth is positively affecting the Indian economy. The organized nature of the Indian pharmaceutical industry is attracting several companies that are finding it viable to increase their operations in the country.

Industry Characteristics:

The industry is dominated by the Indian companies controlling 70% of the market. Indian drug makers of all sizes have become attractive targets for acquisition by larger companies interested in backward integration or diversification as they have been aggressively investing in building manufacturing facilities to cater to the growing demand of low-cost drugs in developed markets.

The industry has recently seen increased M&A activity where large companies have made big ticket acquisitions with an aim to increase their footprint in the country. Some examples of such acquisitions include Abbot's-Piramal merger and Sun Pharma-Ranbaxy merger.

The industry outlook remains positive given the following:

- Demand of low-cost drugs in the developed markets and Indian companies' ability to do so.
- All sectors of Healthcare are growing in double digits – Health Insurance, Healthcare delivery , Contract Research, Pharmaceuticals (API, Drug Intermediates, Finished Formulations)
- Improved healthcare awareness among the citizens and increasing purchasing power
- Increase in overall access given the urbanization and companies investing in penetrating the markets.

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. Further, the Government of India has also put in place mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to address the issue of affordability and availability of medicines.

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 and for that purpose, the department provides requisite support by way of world-class infrastructure, internationally competitive scientific manpower for Pharma Research and Development (R&D), venture fund for research in the public and private domain and such other measures.

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. The overall focus on healthcare has increased given the overall outlay of 3% in the 12th Five Year Plan.

Some of the major initiatives taken by the government to promote the pharmaceutical sector in India are as follows:

- India plans to set up industrial parks in the pharmaceutical and information technology (IT) sectors in China to strengthen India-China trade and investment ties.
- Government has launched RSBY (Rashtriya Seva Bima Yojana) to expand Health insurance cover by cutting on out-of-pocket expenses for BPL families.
- Increased focus on driving access to healthcare by increasing the numbers of Primary and Secondary Healthcare Centres.

Challenges facing the industry

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

- Margin pressure from Pharma generics
- Complex regulatory policies
- Low R&D Productivity
- Low insurance penetration resulting in a self-pay market with considerable non-affordability and access barriers
- Lack of consumer awareness and education
- 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.

Road Ahead:

The growth in Indian domestic market will be boosted by increasing consumer spending, rapid urbanization, and increasing healthcare insurance and so on. The lifestyle segments such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers will continue to be lucrative and fast growing owing to increased urbanization and change in lifestyle patterns. Going forward, better growth in domestic sales will depend on the ability of companies to align their product portfolio towards these chronic therapies as these diseases are on the rise.

In various global markets, governments have been taking several cost-effective measures in order to bring down healthcare expenses. Thus, governments are focusing on speedy introduction of generic drugs into the market. This too will benefit Indian pharma companies.

For the US market, Indian companies are developing niche portfolios in various segments. High margin injectables, dermatology, respiratory, biogenerics, complex generics, etc., have become areas of interest. Most of the Indian pharma companies have been working on these niche drugs in order to optimize growth and margins. Moreover, generic penetration in the US is expected to peak out at 86-87 per cent over the next couple of years from 83 per cent currently.

Exchange rate used INR 1= US$ 0.0165 as on August 26, 2014

References: Consolidated FDI Policy, Department of Industrial Policy & Promotion (DIPP), Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council

Company Overview

(A) **Domestic Formulations Business**

Your Company has jumped to a rank of 65 from 68 in a period of 1 year in India as per CMARC and growing at 5% (internal sales data). All the divisions and focus brands have contributed to this growth. In a period of 6 months, Pharma Main division registered a growth of 8% while Surglife grew by 13%. The key focus brands under Formulations Division such as Coriminic, Grofer, and Nurture registered growth rates in the range of 17%-89% growth over the same previous period.

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:

Set-up new Product Development Team

Your Company set up an NPD (New Product Development) Committee in April-2013. The committee will be responsible for clearing new product launches after ensuring that the set process is followed. The team will ensure that the Product selection is based on therapy gap with clear innovation and differentiation. It will also ensure that, proper market research is done to identify the therapy and Test marketing is undertaken before launching a new product.

The Company's newly launched products Myotol-F (to treat polycystic ovarian syndrome) and Cal-K2 (in prevention and management of Osteoporosis) have been labelled as one of the best launches in their respective categories by the industry auditors. Each division currently has at least two products in the pipeline for the year 2015-16.

Strengthen Leadership and Team Stability:

- Top Leadership was strengthened by hiring SBU / Marketing Heads
- Large scale promotions (19) were announced to increase motivation of the force field across all levels.
- L&D initiative along with leadership workshop were undertaken across all divisions.
- Structured appraisal and promotion program, LEVNEX launched in 2013.

Because of the aforesaid initiatives the Company could reduce attrition by 20% compared to last year.

Sales Hygiene Improved:

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

- Breakage and Expiry was reduced from 3.46% to 2.63% in 6 months' period (Oct14 – Mar15) over the previous corresponding period.
- Converting the Discount rate schemes to free goods schemes thereby reducing the overall Scheme amount.
- Fixing of Credit limit for each Stockist.

Robust Internal Control Systems and Processes

Your Company has undertaken a number of steps to establish best-in-class systems such as:

- Launch of Mobile Reporting for the field force – This is the biggest system deployment this year where on-the-go mobile reporting has been introduced for the field force to improve the reporting efficiency.
- Launched MTP (Monthly Tour Program) for the field force to plan the customer visit in a systematic way.
- Launch of SFA (Sales Force Automation) – an online daily reporting platform. From an on-paper weekly reporting to a new real time online reporting system has been put in place by your Company, which helps in tracking the performance of the sales force on a real time basis.
- Introduced specialized cell to establish HO connect with core customers enabling better monitoring as well as engagement and validating the business of the core prescribers through chemist and stockist audits.
- Tracker system was introduced for individual customer.

Other Strategic initiatives

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

- A highly focused project to double the prescriber base and establish key brands in the market through key specialties.
- Scientific Promotion through CMEs (Continued Medical Education)/RTMs (Round Table Meetings) to engage the customers and hence increase the base.
- Focus on creating regional profit centres.

  Expense and Revenue to be tracked region wise to make sure that PCPM is above breakeven level.
- Price increases were initiated to improve the profitability of the products.
- Low performing HQs to be monitored for closure/clubbing regularly to improve profitability and productivity.
- Expanding the prescriber base 3 times with structured approach.
- Various Scientific initiatives to develop corporate image among the doctors.
- Incentive plan for field force encompassing the best incentive practices across the industry.
- Broadening promotional focus to non core customers by four times.

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

Some of the key brands with unique differentiation include:

- **Cpink:** An iron supplement with revolutionized IIC (Integrated Iron Complexation) technology which offers maximum absorption and compliance to the patients. Ranked among the top 4 brands in the respective segment.
- **Adtrol Plus:** The only calcium supplement which addresses the missing link in osteoporosis that is Hyperhomocysteinemia. The brand is ranked 7th in its respective segment.
- **Rabiplus:** Prepared with unique Optimally Stabilized Tri-layered enteric coated pallet technology which ensures 100% availability of drug at the site of absorption, offers faster onset of action as compared to competitors.
- **Folinine:** Wanbury was first to launch this combination in Indian market. Wanbury launched the concept of Hyperhomocysteinemia being an independent causal factor for pregnancy complication and proposed usage of this formulation for all 9 months which was a unique and highly successful concept. The product is currently Ranked No. 1 in the respective segment

(B) Active Pharmaceutical Ingredients (API) Business:

The API division has continued its good run with sustainable Sales growth. Key revenue drivers of this success have been higher offtake from leading customers of the key products Metformin, Tramadol and Sertraline. While price realization was key factor last year, this year they remained either flat or marginally declined on fixed exchange rate basis.

Profitability growth has been higher than revenue growth due increasing share of products like Tramadol and Sertraline which have given high contribution margin. While cost reduction initiatives were the recurrent theme last year, this year it has been QUALITY initiatives. Besides augmenting manpower & strengthening the QA/QC processes, the Company also invested in capital expenditure to comply with quality requirements of the regulated markets. The strengthening of API R&D that was begun last year with increased R&D hiring has resulted in eight new API product developments which were successfully completed in Labs and some of them have also been scaled up in the manufacturing plants. With R&D delivering a steady pipeline of new products and the Company reaching a stable financial & operation condition, the platform has been set for aggressive marketing & business development activities to expand customer reach to new geographies, improve customer traction & promoting new products.

(C) International Formulations Business – Cantabria Pharma

Micro economic situation in Spain has been very challenging and is expected be same in the near future. Spanish government in order to curtail the fiscal deficit has been reducing healthcare spend for the last three years. The government is achieving the same by severely cutting the prices of the medicines.

Due to continuous price cuts and the current economic scenario, Cantabria had continued to incur losses and the business had become unviable. Therefore the Company has filed for voluntary insolvency in the commercial courts of Madrid, Spain. Said court has appointed receiver for the Company and liquidation is under progress.

(D) 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 29 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. Cost improvement of products along with eight new API process developments were successfully completed in Labs and some of them were executed in the manufacturing plants. R & D has also filed two patent applications last year to protect the intellectual assets of the Company.

In light of the number of New Products getting introduced the need for ensuring strong and improved systems, there is an imperative need to keep pace with the regulatory demands. Necessary steps are being taken to beef up the QA and QC wings to take care of these above needs.

(E) 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.

(F) Human Resource (HR) Initiatives at Wanbury

Human Resources at your Company are valued as the number one asset and accordingly all efforts and perspective focus on "Employee First". It is these motivated and passionate employees who serve our customers better, bring in new customers and execute our strategy with commitment and drive that would take your Company to scale newer and greater heights. Innovation, creativity, responsiveness, execution orientation, professional commitment, their belief in Company vision, values and leadership are the important levers that enable employees to create and build the tangible and intangible assets for you.

Last year, there was lot of focus towards building a strong talent pool for the Company. While on one side, we hired number of industry veterans across the Board to help Wanbury to strengthen the culture of meritocracy and superlative performance, we have also hired professionals with relevant background and expertise in Pharma and API division.

Our approach on employee development is based on holistic approach having an equal emphasis on enhancing knowledge and skills capability that helps us to build strong leaders and talent pipeline. There has been a continued effort to build leaders across all levels of the organization. Employees are regularly coached by leaders and professional experts in a direction that would help them to achieve their individual and business objectives.

The organization continued to invest in build talent capability through structured programs and initiatives like Flag Off and LevNex. Flag Off is an induction program for first line field managers aimed to help them to gain a quick understanding about their job, work culture and related outcomes. This program is co-ordinated jointly by Training, Business and HR Team. LevNex has been introduced for field managers wherein they are assessed on their leadership potential and are groomed to take next higher roles. Apart from regular training interventions, there is annual meet for all leaders wherein they participate to identify the areas of improvement and accordingly, build their business strategies.

Employee engagement continues to be focus for the Company. Number of activities are conducted across the year that promotes culture of togetherness and employee well-being. Some of the unique steps include providing free employee counselling by professional experts on psychological areas such as managing stress and conflicts, parenting, mental and sexual harassment etc.

(G) 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.

Some of the key steps taken by your Company across areas are:-

- Sales Administration – A dedicated sales admin team has been assigned for each of the formulations division to support and ensure quick response time.
- Distribution – Industry best practices have been implemented to focus on reducing breakage and expiry returns by tightening supply chain management. Other initiatives benchmarking with “best-in-class” companies are currently underway.
- IT – Several initiatives have been undertaken to ensure technology as a key driver to business. Business tools such as “E-CRM” have been implemented to support various business processes and bring in greater focus on internal customers. In addition there have been technology enabled solutions to drive the people agenda such as LEVNEX.
- HR – HR processes have been revamped to reduce the TAT (turnaround time) for recruitment and induction. Structured appraisal and promotion program, LEVNEX launched in 2013.

(H) 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. Also, the Company’s efforts to have more and more products contributing significantly has paid off and reduced the risk of dependence on the single product - Metformin. In the Formulation Business, the Company has mitigated this risk to a very large extent by diversifying its product portfolio and launching new value added products. The continuous rise in crude oil in the past and other commodities prices impacted the prices of raw material and intermediates and in turn increased the cost of APIs.

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. The Company has a team of highly competitive scientists supported by excellent instrumentation.

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.

Regulators across the world, including the USFDA, have become stricter with the pharmaceutical industry. Regulatory requirements and consequences for non-compliance are also getting more severe.

Foreign Exchange Fluctuations

As the share of exports to total sales made by your Company is considerable, it is prone to losses due to exchange rate fluctuations; however, the Company has hedged its exposure to a large extent thereby reducing the risk.

Human Resource Risk

Your Company's ability to deliver value is shaped by its ability to attract, train, motivate, empower and retain the best professional talents. These abilities have to be developed across the Company's rapidly expanding operations. Your Company continuously benchmarks HR policies and practices with the best in the industry and carries out the necessary improvements to attract and retain the best talent.

(I) 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.

Your Company has sound, well-established and adequate internal control systems commensurate with its size and nature of business. The Internal Control Systems ensure protection of assets and proper recording of all transactions. The Company has an Internal Audit Department consisting of a team of skilled employees, which carries out regular audits across all operations of the Company.

(J) Financial Review:

(₹ In Lacs)

PARTICULARS	2014-15**	2013-14*
Total Revenue from operations (including Other Income)	**24,992.33**	66,185.72
Other Income	**648.40**	546.39
Total Income	**25,640.73**	66,732.11
Total Expenses	**25,192.47**	69,271.06
Profit /(loss) before exceptional Items and tax	**448.25**	(2,538.95)
*Less: e*xceptional Items – income (expense)	**-**	(24,176.32)
Profit /(Loss) Before Tax	**448.25**	(26,715.27)
Less: Tax	**127.47**	285.66
Net Profit / (Loss) after tax	**320.78**	(27,000.93)

*** Financial Year 2013-14 was of 18 months from 1 April, 2013 to 30 September, 2014.**

**** Financial Year 2014-15 was of 6 months period starting from 1 October, 2014 to 31 March, 2015.**

Your Company has generated Net Revenue from operations of ₹ 25,640.73 Lacs in the Current Financial Period as against ₹ 66,732.11 Lacs of Previous Financial Period.

The Profit after tax for the Financial Period under review was ₹ 320.78 Lacs as against a Loss after Tax of ₹ 27,000.93 Lacs for the Previous Financial Period.

(K) 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, 21 May, 2015

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 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 Clause 49 of the 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	Chairman
Mr. K. Chandran	P&WTD	57	Nil	Nil	Nil
Dr. P. L. Tiwari	I & NED	70	1	Nil	Nil
Mr. N. K. Puri	I & NED	72	Nil	Nil	Nil
Mr. A. L. Bongirwar	I & NED	72	2	Nil	Nil
Mr. S. K. Bhattacharya	I & NED	65	3	2	2
Mr. Manish Joshi **	ND of EXIM	49	Nil	Nil	Nil

* Excluding Directorship in private limited and foreign Companies & Companies under section 8 of the Companies Act, 2013.

** Mr. Manish Joshi, was Nominee Director of EXIM Bank. EXIM Bank has withdrawn nomination of Mr. Manish Joshi w.e.f. 4 December 2014.

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

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

Disclosure of relationship between Directors Interse:

None of the Directors of the Board is a member of more than 10 Committees and no Director is Chairman 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 being 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 six months period under review i.e. from 1 October 2014 to 31 March 2015, 4 Board Meetings were held on 26 November 2014, 18 December 2014, 11 February 2015 and 23 March 2015. The gap between two Board Meetings has not exceeded one hundred and twenty days.

Directors Attendance Record:

Name of Directors	No. of Board Meetings attended during the period	Whether last AGM attended
Mr. K. Chandran	4	YES
Mr. A. L. Bongirwar	4	YES
Mr. N. K. Puri	4	YES
Dr. P. L. Tiwari	4	YES
Mr. S. K. Bhattacharya	3	YES
Mr. Manish Joshi (ceased w.e.f. 4 December 2014)	1	N. A.

However the Company does not have Woman Director and Chief Financial Officer as required under the Companies Act, 2013 and Listing Agreement. The Company has initiated the process for appointment of Woman Director and Chief Financial Officer.

(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 Clause 49 of Listing Agreement and Section 177 of the Companies Act, 2013.

During the period under review, the Audit Committee met 4 times on 26 November 2014, 18 December 2014, 11 February 2015 and 23 March 2015.

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

Name of Directors	Designation	No. of Meetings Attended
Mr. N. K. Puri	Chairman	4
Mr. A. L. Bongirwar	Member	4
Dr. P. L. Tiwari	Member	4
Mr. S. K. Bhattacharya	Member	3
Mr. Manish Joshi (ceased w.e.f. 4 December 2014)	Member	1

Mr. Mangesh Bhosale was Company Secretary till 26 November 2014 and acted as Secretary of the Audit Committee upto 26 November 2014.

Mr. Jitendra J. Gandhi has been appointed as Company Secretary & Compliance Officer w.e.f. 20 April 2015 and acts as 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 of 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 judgement 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 CFO (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 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) STAKEHOLDERS RELATIONSHIP COMMITTEE:

Your Company's Stakeholders Relationship Committee (earlier known as Investors' Grievance Committee) has been constituted in accordance with the provisions of Clause 49 of Listing Agreement and Section 178 of the Companies Act, 2013. The Committee consists of 5 Directors. The Chairman of the Committee is an Independent Director. Mr. Jitendra J. Gandhi has been appointed as Company Secretary & Compliance Officer w.e.f. 20 April 2015 and acts as Secretary of the meeting. The Committee met 2 times during the period under review on 26 November 2014 and 11 February 2015. The attendance record of the members at the meeting is as under:

Name of Directors	Designation	No. of Meetings Attended
Mr. N. K. Puri	Chairman	2
Mr. A. L. Bongirwar	Member	2
Dr. P. L. Tiwari	Member	2
Mr. S. K. Bhattacharya	Member	2
Mr. K. Chandran	Member	2

Total 2 complaints received and replied to the satisfaction of shareholders during the period under review. No complaint and no Share Transfer request were pending at the beginning of the period i.e. on 1 October 2014 and at the end of the period i.e. 31 March 2015.

(C) NOMINATION AND REMUNERATION COMMITTEE:

The Committee met 2 times during the period under review on 18 December 2014 and 23 March 2015. The attendance record of the Members at the meeting is as under:

Name of Directors	Designation	Category	No. of Meetings Attended
Mr. N. K. Puri	Chairman	I & NED	2
Mr. A. L .Bongirwar	Member	I & NED	2
Dr. P. L. Tiwari	Member	I & NED	2
Mr. S. K. Bhattacharya	Member	I & NED	1

The terms of reference of the Nomination & Remuneration Committee are as under:

(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 did not have a scheme of Stock Options till the Financial Period ended on 31 March 2015 for the Directors of the Company. None of the Directors of the Company holds any equity share of the Company as on 31 March 2015.

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

Name of Non-Executive Directors	Sitting Fee (₹)
Mr. N. K. Puri	1,00,000/-
Mr. A. L. Bongirwar	1,00,000/-
Dr. P. L. Tiwari	1,00,000/-
Mr. S. K. Bhattacharya	76,000/-
Mr. Manish Joshi (paid to EXIM) (ceased w.e.f. 4 December 2014)	22,000/-

There is no pecuniary relationship/transactions between Non-executive Directors vis-à-vis Company.

Remuneration to Executive Director: **(₹ in Lacs)**

Name of Director	Salary & Perquisites	Performance Linked Bonus	Total	Service Tenure
Mr. K. Chandran	Nil	Nil	Nil	Upto 31 August 2016

(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 period under review. Following are the members of Risk Management Committee:

Name of Directors	Designation
Mr. N. K. Puri	Chairman
Mr. A. L .Bongirwar	Member
Mr. S. K. Bhattacharya	Member
Mr. K. Chandran	Member
Mr. Manish Joshi (ceased w.e.f. 4 December 2014)	Member

(E) DAY TO DAY AFFAIRS COMMITTEE:

The Day to Day Affairs Committee comprises of following members:

Name of Directors	Designation
Mr. K. Chandran	Chairman
Mr. P. V. Pasupathy	Member
Mr. Indranil Chakravartty	Member
Mr. Mangesh Bhosale (ceased w.e.f. 26 November 2014)	Member

The Day to Day Affairs Committee meets to take decisions on the matters delegated by the Board of Directors. During the period under review 3 meetings of the Committee were held on 31 October 2014, 13 February 2015 and 30 March 2015.

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

(i) to take decisions relating to the Bank Accounts i.e. opening of account, change of authorisation, closing of account, availing any facility (internet banking, at par facility) etc.

(ii) to undertake the borrowings and give guarantees to the extent of ₹ 5 Crore and to decide terms & conditions of such borrowings and guarantees.

(iii) giving Power of Attorney to personnel of the Company to deal with 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, Maharashtra Pollution Control Board, etc.

(iv) 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.

(v) to authorise the persons to represent the Company in the general meeting of the other company, in which the Company is member.

(vi) to obtain manufacturing license or any other license on loan license basis or any other basis.

(vii) to issue and allot Equity Shares of the Company upon conversion request from the FCCB Holders.

(viii) to issue and allot Equity Shares of the Company to the OFCD Holders, as and when the OFCD holders exercise conversion option.

(ix) to issue and allot Equity Shares of the Company to the Warrant Holders, as and when the Warrant Holders exercise conversion option.

(x) 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.

INDEPENDENT DIRECTORS MEETING:

Following are the members of Independent Director’s meeting:

Name of Director	Category
Mr. N. K. Puri	I & NED
Mr. A. L .Bongirwar	I & NED
Dr. P. L. Tiwari	I & NED
Mr. S. K. Bhattacharya	I & NED

During the Period under review, one meeting of Independent Directors was held on 23 March, 2015 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. Assessed 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(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

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 programme 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.

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 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
2013-14	23 March 2015	12:00 Noon	Hotel Tunga Regency, Plot No. 37, Sector 30A, Vashi, Navi Mumbai
2012-13	24 September 2013	12:00 Noon	Hotel Four Points, Plot No. 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai
2011-12	24 September 2012	12:00 Noon	Hotel Tunga Regency, Plot No. 37, Sector 30A, Vashi, Navi Mumbai

(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 resolution in the last three Annual General Meetings (AGM):

Sr. No.	Date of AGM	Subject matter
01	23 March 2015	Consent to borrow moneys upto ₹ 1,000 Crore (₹ One Thousand Crore only).
02	23 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.
03	23 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 (I) Pvt. Ltd., a Promoter Group Company, on preferential allotment basis.
04	23 March 2015	Employee Stock Option Schemes.
05	24 September 2013	Appointment of and Remuneration to be paid to Mr. K. Chandran as Whole-time Director of the Company.

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

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

\# 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 Clause 41 of Listing Agreement with Stock Exchanges. The same results are published in Newspapers in accordance with the provisions of Listing Agreement 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: **Monday, 28 September, 2015**

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

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

(b) Financial Calendar

For quarter ending on 30 June 2015	Unaudited Result will be declared within 45 days from the end of the quarter.
For quarter ending on 30 September 2015	Unaudited Result will be declared within 45 days from the end of the quarter.
For quarter ending on 31 December 2015	Unaudited Result will be declared within 45 days from the end of the quarter.
For quarter & year ending on 31 March 2016	Audited Result will be declared within 60 days from the end of Financial year 2015-16.
Annual General Meeting for the year ending on 31 March 2016	On or before 30 September 2016.

(c) Book Closure

The Share Transfer Books and the Register of Members will remain closed from **Tuesday, 22 September, 2015 to Monday, 28 September, 2015** (both days inclusive) for the purpose of Annual General Meeting.

(d) Listing in 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 fee to BSE Ltd. & NSE Ltd. for the financial year 2015-16.

The Company has paid custody fee to National Securities Depository Limited (NSDL) and Central Depository Securities Limited (CDSL) for the financial year 2015-16.

(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:

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

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 Number 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 24 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 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 SICA, 1985 in response to a petition filed by one of the unsecured creditors of erstwhile PPIL.

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 30 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 23 May 2011. Pursuant to the provisions of Corporate Debt Restructuring Scheme, the Company has on 30 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 (I) Pvt. Limited, 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 23 May 2011. Pursuant to the provisions of Corporate Debt Restructuring Scheme, the Company has on 5 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 (I) Pvt. Limited, 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 period ended on 31 March 2015 were as under:

Month	High (₹)	Low (₹)	Close (₹)	BSE Sensex Close	Volume (No. of Shares)
October 2014	53.15	40.60	46.95	27,865.83	4,24,656
November 2014	51.05	43.15	43.15	28,693.99	4,09,834
December 2014	41.00	26.00	28.60	27,499.42	3,19,590
January 2015	32.95	27.80	28.40	29,182.95	1,94,493
February 2015	41.35	25.55	38.20	29,361.50	2,61,250
March 2015	62.45	36.60	62.45	27,957.49	9,47,265

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 31 March 2015 were as under:

Month	High (₹)	Low (₹)	Close (₹)	S & P CNX Nifty Close	Volume (No. of Shares)
October 2014	52.95	40.70	47.30	8,322.20	4,48,359
November 2014	50.80	42.50	42.50	8,588.25	2,81,624
December 2014	40.40	25.75	28.60	8,282.70	4,42,045
January 2015	33.50	27.20	28.55	8,808.90	2,10,674
February 2015	41.45	24.60	39.00	8,901.85	4,28,344
March 2015	62.25	36.55	62.25	8,491.00	5,93,156

Source: NSE Website

(h) Distribution Schedule on number of Shares as on 31 March 2015:

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 100	11,007	61.86	6,20,441	3.11
101 to 200	2,568	14.43	4,54,478	2.28
201 to 500	2,187	12.29	8,01,962	4.02
501 to 1000	979	5.50	8,18,046	4.10
1001 to 5000	840	4.72	19,29,349	9.66
5001 to 10000	120	0.67	8,72,527	4.37
10001 to 100000	83	0.47	19,06,004	9.54
100001 & above	10	0.06	1,25,66,479	62.92
Total	**17,794**	**100.00**	**1,99,69,286**	**100.00**

(i) Distribution Schedule on scrip value as on 31 March 2015:

Share of Nominal Value in ₹	No. of Shareholders	% of Shareholders	Total Amount in ₹	% of Amount
Upto 5000	15,762	88.59	1,87,68,810	9.40
5001 to 10000	979	5.50	81,80,460	4.10
10001 to 20000	495	2.78	77,91,440	3.90
20001 to 30000	184	1.03	48,19,250	2.41
30001 to 40000	87	0.49	31,86,340	1.60
40001 to 50000	74	0.42	34,96,460	1.75
50001 to 100000	120	0.67	87,25,270	4.37
100001 & above	93	0.52	14,47,24,830	72.47
Total	**17,794**	**100.00**	**19,96,92,860**	**100.00**

(j) Shareholding Pattern as on 31 March 2015 was as under:

Category	No. of Shares Held	% of Holding
(A) Promoter Holding		
Indian Promoter	67,54,730	33.83
Foreign Promoter	30,24,000	15.14
Person acting in Concert	-	-
Sub Total (A)	**97,78,730**	**48.97**
Non – Promoters Holding		
(B) Institutional Investors		
Mutual Funds and UTI	115	0.00
Banks, Financial Institutions, Insurance Companies, (Central/State Govt. Institutions / Non - Government Institutions)	7,54,352	3.78
FIIs	-	-
Sub – Total (B)	**7,54,467**	**3.78**
(C) Others		
Bodies Corporate	15,37,951	7.70
Individual Shareholders Holding Nominal Capital up to ₹ 1 Lac.	50,19,291	25.14
Individual Shareholders Holding Nominal Capital in excess of ₹ 1 Lac	19,02,952	9.53
Clearing Members	1,82,143	0.91
OCB	94,680	0.47
NRI	1,32,072	0.66
Bank of New York (GDR issue)	5,67,000	2.84
Sub – Total (C)	**94,36,089**	**47.25**
GRAND TOTAL (A+B+C)	**1,99,69,286**	**100.00**

(k) Dematerialization of shares and liquidity:

81.96% representing 1,63,67,486 Equity Shares were held in dematerialized form and the balance 18.04 % were in physical form as on 31 March, 2015.

(l) Outstanding GDRs:

1,89,000 GDRs were Outstanding as on 31 March 2015, representing 5,67,000 Equity Shares, constituting 2.84% of the paid-up Equity Share Capital of the Company.

(m) 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 24 April 2007 of Hon'ble BIFR, which were exercisable upto 27 June 2012. The matter is under fresh consideration of Hon'ble BIFR pursuant to the order dated 16 May 2008 of Hon'ble Supreme Court.

(n) Optionally Fully Convertible Debentures:

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of face value 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 31 March 2015.

Zero Coupon Optionally Fully Convertible Debenture Holders had a right to convert the same into Equity Shares of the Company between 1 November, 2008 and 30 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 24 April 2007. The matter is under fresh consideration of Hon'ble BIFR pursuant to the order dated 16 May 2008 of Hon'ble Supreme Court.

(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 Clause 47 (C) of the Listing Agreement prepared 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
2007-2008 (18 Months)	16 March 2009 to 23 March 2009	5%	23 March 2009	31 March 2009
2009-2010	2 August 2010 to 12 August 2010	10%	12 August 2010	20 August 2010

The Company had not declared any dividend for the financial year 2010-11, 2011-12, 2012-13 & 2013-14. Further, the Board of Directors of the Company has not recommended any dividend for the six months period starting from 1 October 2014 to 31 March 2015.

Status of unclaimed dividends:

Unclaimed dividend for the year 2007-2008 onwards 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
2007-2008	23 March 2009	30 April 2009	29 March 2016
2009-2010	12 August 2010	15 September 2010	14 September 2017

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

The dividend for 2006-2007 has been transferred to Investor Education & Protection Fund (IEPF) account on 8 May 2015 instead of 29 October 2014 which was the due date of transfer to IEPF account.

(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 (erstwhile PPIL)

d) Plot No. D-312 & 313, TTC Industrial Area, MIDC Turbhe, Navi Mumbai, Maharashtra (erstwhile PPIL)

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

(s) Compliance Officer:

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

(t) Address for Correspondence:

Wanbury Limited

Secretarial Department
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) 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 ₹ 8,494/- (₹ Eight Thousand Four Hundred Ninety Four only) has been levied by the BSE Limited and National Stock Exchange of India Limited for non compliance of Clause 31 regarding non-submission of Annual Report within 21 days of the date of Annual General Meeting which has been paid on 31 March 2015.

For and on behalf of the Board of Directors,

	K. Chandran	**N. K. Puri**
	Vice Chairman	*Director*
Mumbai, 21 May 2015	(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 period ended as on 31 March 2015.

For and on behalf of the Board of Directors,

	K. Chandran	**N. K. Puri**
	Vice Chairman	*Director*
Mumbai, 21 May 2015	(DIN: 00005868)	(DIN: 00002226)

CERTIFICATE PURSUANT TO CLAUSE 49(IX) OF THE LISTING AGREEMENT

I, Mr. K. Chandran, Vice Chairman hereby certify for the six month period ended 31 March 2015 that: -

(a) We have reviewed financial statements and the cash flow statement for the period 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 period 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 period;

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

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

For Wanbury Limited

K. Chandran
Vice Chairman
(DIN: 00005868)

Mumbai, 21 May 2015.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE
TO THE MEMBERS OF WANBURY LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **WANBURY LIMITED** ("the Company"), for the period ended on 31 March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. Non disclosure of following information on Company's website:
   a) the terms and conditions of appointment of its Independent Directors
   b) details of familiarisation programmes for its Independent Directors
   c) Email ID and other relevant details of grievance redressal division/ compliance officer
4. Subject to Note 3, 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 Clause 49 of the above mentioned Listing Agreement.
5. 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
Membership No. 37032

Mumbai, 21 May 2015

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 2015, the Statement of Profit and Loss, the Cash Flow Statement for the period 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 Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgements 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 judgement, 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 circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 2015, and its profit and its cash flows for the period ended on that date.

Emphasis of Matters

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

a) Note 55 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 Lacs (₹ 3,755.45 Lacs) in Wanbury Holding B.V., a subsidiary of the Company and State Bank of India's loan of Euro 32.60 Lacs (₹ 2,200.84 Lacs) to Cantabria

Pharma S.L., the step down subsidiary of the Company, which have been invoked by the respective parties. The said 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 34 of the Financial Statements.

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 ₹ 9,864.82 Lacs as at 31 March 2015 and total revenues of ₹ 10,592.64 Lacs for the period 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, 2015 ("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 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 Rule 7 of the Companies (Accounts) Rules, 2014.
   f) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
   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 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, 2015 on its financial position in its standalone financial statements – Refer Note 33 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 delay in transferring ₹ 6.54 Lacs, required to be transferred, to the Investor Education and Protection Fund by the Company, which has been paid on 8 May 2015.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M. No. 37032

Mumbai, 21 May 2015

ANNEXURE 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 period ended 31 March 2015.)

1 In respect of its fixed assets:

a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The fixed assets have been physically verified by the management during the period as per the phased programme 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 was no material discrepancies noticed on such verification which were accounted in the financial statements.

2 In respect of inventories:

a) As explained to us, the inventories were physically verified by the management at reasonable intervals during the period except for stocks with third parties for which most of the confirmation certificates have been obtained by the Company.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and the discrepancies noticed on such physical verification between physical stock and book records 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 or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 and hence, clause 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, there exists an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

5 The Company has not accepted any deposit from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard.

6 We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 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 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, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities during the period. 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 2015 which were in arrears for a period of more than six months from the date they became payable *except in respect of income tax deducted at source of ₹ 0.21 Lac, profession tax of ₹ 4.11 Lacs, NMMC Cess of ₹ 8.72 Lacs, wealth tax of ₹ 2.80 Lacs and statutory dues of erstwhile PPIL referred to in Note 36 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, Wealth 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 Lacs*	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
		96.32	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, Visakhapatnam
		60.35	FY 2007-08	
		19.95	FY 2002-03	Sales Tax Appellate Tribunal, Andhra Pradesh
		42.95	FY 1997-98 to FY 2004-05	Hyderabad High Court
		2,972.28	FY 1992-93 FY 1994-95 FY 1996-97 FY 1997-98 & 2000-01 to 2004-05	Bombay High Court
Service Tax under Finance Act, 1994	Service Tax/ Interest/ Penalty	632.13	FY 2004-05 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	25.31	FY 2009-10 to FY 2010-11	Central, Excise and Service Tax Appellate Tribunal, Bangalore
		2.97	Apr 2011 to Dec 2011	Central, Excise and Service Tax Appellate Tribunal, Bangalore
		9.61	Apr 2005 to Sept 2007	Central, Excise and Service Tax Appellate Tribunal, Bangalore
		21.07	Apr 2011 to Feb 2012	The Commissioner of Central Excise (Appeals), Guntur, Andhra Pradesh
		26.10	Mar 2013 to Dec 2013	The Commissioner of Central Excise (Appeals), Guntur, Andhra Pradesh

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

c) ₹ 6.54 Lacs which was required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has remained unpaid as at the period end and subsequently transferred to the aforesaid fund.

8. The Company has accumulated losses exceeding fifty percent of the net worth as at the period end. The Company has not incurred cash losses during the current and the immediately preceding financial period.

9. Based on our audit procedures and on the basis of information and explanations given to us, *Non Convertible Debentures of ₹ 152.67 Lacs and Optionally Fully Convertible Debenture of ₹ 581.99 Lacs have remained unpaid from due dates as referred to in note 10.1 and 10.2 respectively of the financial statements, pending fresh order of BIFR (Refer Note 36 of the financial statements). There is a delay in payment of principal amount to Foreign Currency Convertible Bond-Holders aggregating to ₹ 509.35 Lacs of 1,072 days and interest of ₹ 47.52 Lacs of 1,371 days. Term Loans of ₹ 68.02 Lacs taken by erstwhile PPIL from banks /financial institutions have remained unpaid from due dates as referred to in note 10.4 and 10.5 of the financial statements, pending fresh order from BIFR (Refer Note 36 of the financial statements). Further, except for delay in payment of principal aggregating to ₹ 2,509.22 Lacs ranging from 1 to 183 days and interest of ₹ 1,275.51 Lacs ranging from 1 to 92 days in respect of period ended 31 March 2015, there is no delay in respect of term loans due to banks/ financial institutions. However principal amount of ₹ 1,351.13 Lacs and interest amount of ₹ 1006.64 Lacs have been made good till period ended 31 March 2015 and principal amount of ₹ 0.49 Lac and interest of ₹ 51.05 Lacs have been made good subsequently.*

10. According to the information and explanations given to us, the Company has given guarantees for loans taken by the subsidiaries, from bank and financial institutions, and the terms and conditions thereof are, prima facie, not prejudicial to the interest of the Company.

11. To the best of our knowledge and belief and according to the information and explanations given to us, the term loans taken by the Company were, prima facie, applied for the purposes for which they were obtained.

12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M. No. 37032

Mumbai, 21 May 2015

BALANCE SHEET AS AT 31 MARCH 2015

₹ In Lacs

	Note No.	31 March 2015	30 September 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,996.93	1,996.93
Reserves and Surplus	4	(18,821.65)	(18,612.34)
		(16,824.72)	(16,615.41)
Non-Current Liabilities			
Long-term borrowings	5	27,048.02	27,934.54
Other Long-term liabilities	6	2,022.21	2,557.73
Long-term provisions	7	748.09	675.13
		29,818.32	31,167.40
Current Liabilities			
Short-term borrowings	8	7,785.43	7,417.79
Trade payables	9	10,867.91	9,325.45
Other current liabilities	10	8,546.10	8,915.91
Short-term provisions	11	237.41	239.22
		27,436.85	25,898.37
TOTAL		**40,430.45**	**40,450.36**
ASSETS			
Non-current Assets			
Fixed Assets	12		
Tangible assets		15,996.58	16,913.72
Intangible assets		34.90	79.20
Fixed Asset held for sale		373.59	373.59
Capital work-in-progress		1,851.62	1,296.09
		18,256.69	18,662.60
Non-current investments	13	0.91	0.91
Long-term loans and advances	14	2,987.03	3,062.24
Other non-current assets	15	98.92	72.63
		21,343.55	21,798.38
Current Assets			
Inventories	16	3,376.80	3,516.03
Trade receivables	17	9,851.68	10,318.89
Cash and Bank Balances	18	1,188.92	654.31
Short-term loans and advances	19	3,614.84	3,115.18
Other current assets	20	1,054.66	1,047.57
		19,086.90	18,651.98
TOTAL		**40,430.45**	**40,450.36**

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, 21 May 2015

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

₹ In Lacs

	Note No.	6 Months period ended 31 March 2015	18 Months period ended 30 Sept 2014
REVENUE:			
Revenue from operations (Gross)	21	25,467.97	67,532.16
Less:Excise duty		475.64	1,346.44
Revenue from operations (Net)		24,992.33	66,185.72
Other Income	22	648.40	546.39
Total Revenue		**25,640.73**	**66,732.11**
EXPENSES:			
Cost of materials consumed	23	9,832.12	22,665.60
Purchase of Stock-in-Trade	24	1,812.56	7,476.17
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	25	360.73	115.94
Employee benefits expense	26	3,963.25	11,189.43
Finance costs	27	1,862.48	4,826.37
Depreciation and amortisation expense	28	480.42	2,337.03
Other expenses	29	6,880.93	20,660.52
Total Expenses		**25,192.49**	**69,271.06**
Profit (Loss) before exceptional items and tax		**448.24**	**(2,538.95)**
Exceptional Items-Income/(Expense)	30	-	(24,176.32)
Profit (Loss) before tax		**448.24**	**(26,715.27)**
Tax expense:			
- Current tax expenses		-	-
- Tax expenses/(benefits) for prior years		10.23	-
- Add: Reversal of MAT Credit for prior years (MAT write back)		117.25	285.66
Net Current Tax Expense		127.48	285.66
-Deferred tax(net)		-	-
Profit (Loss) for the year from Continuing Operations		**320.76**	**(27,000.93)**
There are no Extra Ordinary Items and Discontinuing Operations.			
Basic & Diluted Earning /(Deficit) Per Share in ₹	31	1.61	(139.37)
[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, 21 May 2015

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2015

₹ In Lacs

		31 March 2015	30 Sept 2014
A	**Cash flows from Operating Activities**		
	Net Profit/(Loss) before Tax	448.24	(26,715.27)
	Adjustments for:		
	Depreciation and amortisation	480.42	2,337.03
	(Profit) / Loss on Fixed Assets Sold	1.08	39.12
	Provision for Doubtful Trade Receivables	30.49	554.00
	Provision for Doubtful Advances	11.00	8,951.66
	Provision for Diminution in value of investments	-	15,234.84
	Wealth Tax (Included in Other Expenses)	3.84	1.97
	Interest Expenses	1,862.48	4,826.37
	Unrealised Exchange (Gain) Loss	(331.89)	563.42
	Interest Income	(30.68)	(471.45)
	Amount written back (Sacrifice by FCCB Holders)	-	(25.58)
	Amounts Written Off(Net)	237.82	822.57
	Operating Profit (Loss)before Working Capital Changes	**2,712.80**	**6,118.68**
	Changes in Working Capital:		
	Decrease (Increase) in Trade Receivable	390.93	(2,156.16)
	Decrease (Increase) in Long term Loans and Advances	193.33	(550.33)
	Decrease (Increase) in Short term Loans & Advances	(748.47)	618.95
	Decrease (Increase) in Inventories	139.23	187.58
	Increase (Decrease) in Other Long term Liabilities	(187.85)	(1,290.00)
	Increase (Decrease) in Other Current Liabilities	(81.23)	674.26
	Increase (Decrease) in Long term provisions	72.96	(40.75)
	Increase (Decrease) in Short term provisions	(7.64)	(25.29)
	Increase (Decrease) in Trade Payables	1,541.07	3,855.61
	Cash Generated from (Used in) Operations.	**4,025.13**	**7,392.56**
	Direct Taxes Paid (Net of Refunds)	(8.24)	(22.96)
	Net Cash generated from (Used in) Operating Activities	**4,016.89**	**7,369.60**
B	**Cash flows from Investing Activities**		
	Capital Expenditure on Fixed Assets including Capital Advances	(525.29)	(1,177.40)
	Proceeds from Sale of Fixed Assets	0.00	5.76
	Interest Income Received	20.97	474.22
	Bank Balances not considered as cash & cash equivalents	(28.99)	82.46
	Advance to Subsidiary -pending allotment of shares	-	(124.09)
	Net Cash generated from (Used in) Investing Activities	**(533.31)**	**(739.05)**

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2015

₹ In Lacs

		31 March 2015	30 Sept 2014
C	**Cash flows from Financing Activities**		
	Proceeds from Long Term Borrowings	277.73	6,406.67
	Repayment of Long Term Borrowings	(1,466.55)	(9,765.02)
	Proceeds (Repayment) of Short Term Borrowings	352.57	33.25
	Interest paid	(2,118.05)	(4,369.70)
	Advance received for allotment of equity shares	-	200.00
		-	(5.58)
	Net Cash generated from (Used in) Financing Activities	**(2,954.30)**	**(7,500.38)**
	Net Increase /(Decrease) in Cash & Cash Equivalents	**529.28**	**(869.83)**
	Cash and Cash Equivalents as at the beginning of the Period	83.95	953.78
	Cash and Cash Equivalents as at the end of the Period (Refer Note 18.1)	**613.23**	**83.95**

1. Figures in brackets indicates outflow.
2. Previous year's figures are regrouped & recasted wherever required.

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, 21 May 2015

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

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 notified under the Companies (Accounting Standards) Rules, 2006, (as amended) which continue to apply as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, 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 12 months for the purpose of classification of assets and liabilities as current and non-current.

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 flow 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. 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 exported and 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 expenditure of a revenue nature is charged to the revenue in the period in which it is incurred and expenditure of a capital nature is 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.

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

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.

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 and 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 and 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 and 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 or 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 and 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 period-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 and 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.

2.19. Earnings Per Share :

Basic earnings per share is calculated by dividing the net profit for the period 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/liabilities are 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 and 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.

2.22. 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 FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
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		
	1,99,69,286 (Pr.Yr. 1,99,69,286) Equity Shares of ₹ 10/- each fully paid-up	1,996.93	1,996.93
	Total Share Capital	**1,996.93**	**1,996.93**

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

Particulars	31 Mar 2015		30 Sept 2014	
	Number	**₹ In Lacs**	Number	₹ In Lacs
Shares outstanding at the beginning of the period	1,99,69,286	1,996.93	1,73,79,286	1,737.93
Add: Shares allotted as fully paid up during the period	-	-	25,90,000	259.00
Shares outstanding at the end of the period	1,99,69,286	1,996.93	1,99,69,286	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 and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing annual general meeting.

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. Also refer Note 36.

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 37 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 Mar 2015		30 Sept 2014	
	No. of Shares	**% of Holding**	No. of Shares	% of Holding
Kingsbury Investments Inc	30,24,000	15.14%	30,24,000	15.14%
Expert Chemicals (India) Pvt. Ltd.	67,54,730	33.83%	67,54,730	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.

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

3.5 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.

3.6 Out of the above Equity Shares 5,67,000 (Pr. Yr. 5,67,000) shares are represented by 1,89,000 (Pr. Yr. 1,89,000) Global Depository Receipts.

3.7 During the previous period ended 30 September 2014, pursuant to the Corporate Debt Restructuring Scheme, the Company had allotted 25,90,000 equity shares of ₹ 10/- each at the premium of ₹ 27.50 per equity share to Expert Chemicals (India) Private Limited on preferential basis .

3.8 The Company is not a subsidiary company.

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
4	**Reserves & Surplus**		
	Capital Reserves		
	As per last balance sheet	683.41	683.41
	Securities Premium Account		
	Balance as at beginning	4,103.02	3,489.16
	Add : Sacrifice by FCCB Holder Written Back	-	15.93
	Add : On allotment of equity shares	-	712.25
		4,103.02	4,217.34
	Less : Pro rata Premium on FCCB	-	114.32
	Balance as at the end	**4,103.02**	**4,103.02**
	Debenture Redemption Reserve		
	As per last balance sheet	412.25	412.25
	Revaluation Reserve		
	Balance as at beginning	2,574.93	4,484.52
	Less: On Assets Discarded	12.67	-
	Less: Transferred to General Reserve (Refer Note 4.1)	121.25	-
	Less: Transferred to Statement of Profit and Loss (Refer Note 4.1)	-	1,909.59
	Balance as at the end	**2,441.01**	**2,574.93**
	General Reserve		
	Balance as at beginning	1,070.56	1,070.56
	Add: Transferred from Revaluation Reserve	121.25	-
	Balance as at the end	**1,191.81**	1,070.56
	Surplus (Deficit) in the Statement of Profit and Loss		
	Balance as at beginning	(27,456.51)	(455.58)
	Depreciation adjustment as per Schedule II to the Companies Act, 2013 (Refer Note 12.8)	(517.40)	-
	Profit (Loss) for the period	320.76	(27,000.93)
	Balance as at the end	**(27,653.15)**	**(27,456.51)**
	Total Reserves and Surplus	**(18,821.65)**	**(18,612.34)**

4.1 As per the Guidance Note on "Treatment on General Reserve on Revaluation of Fixed Assets" issued by the Institute of Chartered Accountants of India (ICAI), for the period ended 30 September 2014, the depreciation amounting to ₹ 1,909.59 Lacs on the revalued portion of fixed assets have been reduced from Revaluation Reserve and from Depreciation/Amortisation Expense in the Statement of Profit & Loss. However, for the period ended 31 March 2015, as suggested in "The Application Guide on the Provisions of Schedule II to the Companies Act, 2013" issued by the ICAI, the depreciation amounting to ₹ 121.25 Lacs on the revalued portion of fixed assets, is withdrawn and transferred to General Reserve.

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
5.	**Long Term Borrowings**		
	Term Loans (Secured)		
	From Banks (Rupee)	24,730.46	25,370.14
	From Banks (Foreign Currency)	2,303.15	2,539.28
	Vehicle Loans (Secured)		
	From Banks (Rupee)	-	-
	From Others (Rupee)	14.41	25.12
		27,048.02	**27,934.54**

5.1 **(a) For the period ended 31 March 2015:**

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) Pvt. Ltd., Bravo Healthcare Ltd.,Wanbury Global FZE, Wanbury Holding BV, Kingsbury Investment Inc and Mr. K. Chandran, Director of the Company.

(b) For the period ended 30 September 2014:

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 (India) Pvt. Ltd., Bravo Healthcare Ltd.,Wanbury Global FZE, Wanbury Holding BV, 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 period ended 31 March 2015:

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 30 September 2014:

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.

5.4	**Repayment of Loans**	31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
	Term Loan:		
	Year of Repayment		
	2015-16 (1 October, 2015 to 31 March, 2016)	-	1,180.53
	2016-17	3,276.80	3,238.71
	2017-18	6,082.96	5,986.76
	2018-19	6,706.47	6,606.41
	2019-20	6,874.41	6,799.72
	2020-21	4,092.96	4,097.30

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
	Vehicle Loan:		
	Year of Repayment		
	2015-16 (1 October, 2015 to 31 March, 2016)	-	14.83
	2016-17	7.24	6.42
	2017-18	4.97	3.87
	2018-19	1.10	-
	2019-20	1.10	-
6.	**Other Long Term Liabilities**		
	Dues Payable to FCCB 'B' Bond Holder (Refer Note 39)	705.09	930.43
	Dues Payable to FCCB 'A ' Bond Holder (Refer Note 39)	786.48	1,101.66
	Security Deposits	530.64	525.64
		2,022.21	**2,557.73**
7.	**Long Term Provisions**		
	Provision for employee benefits- (Refer Note 46)		
	Provision for Gratuity	398.49	321.19
	Provision for Leave Benefits	349.60	353.94
		748.09	**675.13**
8.	**Short Term Borrowings**		
	Working Capital Loans repayable on demand (Secured)		
	From Banks (Rupee)	7,262.21	6,956.32
	From Others (Foreign Currency)	373.49	119.69
	Buyers Credit Arrangement from Banks (Foreign Currency)	99.48	291.53
	(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 (India) Pvt. Ltd. & Kingsbury Investments Inc, in addition to guarantee of Expert Chemicals (I) Pvt. Ltd., Bravo Healthcare Ltd. ,Wanbury Global FZE, Wanbury Holding BV,Kingsbury Investments Inc and Mr. K. Chandran, Director of the Company.)		
	(Factoring facilities are secured by first 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 due at anytime of its approved debtors and subservient charge on all present and future fixed asset and current assets of the Company.)		
	Loans repayable on demand (Unsecured) (Refer Note 36)		
	From Banks (Rupee)	29.94	29.94
	From Others (Rupee)	20.31	20.31
		7,785.43	**7,417.79**
9.	**Trade Payables**		
	Micro, Small and Medium Enterprises (Refer Note 41)	64.33	44.10
	Others	10,803.58	9,281.35
		10,867.91	**9,325.45**

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015	30 Sept 2014
		₹ in Lacs	₹ in Lacs
10.	**Other Current Liabilities**		
	(Unsecured unless otherwise stated)		
	Current maturities of:		
	- Term Loan(Secured) (Refer Note 5.1 & 5.3)	3,214.85	3,469.94
	- Vehicle Loan (Secured) (Refer Note 5.2 & 5.3)	32.98	36.58
	Dues of FCCB Holders (Refer Note 39)	519.46	621.18
	Interest accrued but not due:		
	- On borrowings	193.58	193.46
	- On debentures (Secured)	325.66	285.31
	Interest accrued and due (Refer Note 10.3)		
	- On Secured Borrowings (Refer Note 5.1 & 5.3)	268.88	566.20
	- On Foreign Currency Convertible Bonds	47.52	46.25
	Advances from related party (Refer Note 50)	201.00	201.00
	(To be utilised for subscribing to equity share of the Company in terms of CDR Scheme Refer Note 37)		
	Unpaid dividends	13.65	13.65
	(Amount transferable to Investor Education & Protection Fund when due except ₹ 6.53 Lacs which was due on 29 October 2014)		
	Unpaid Dues:		
	- Of FCCB Holders (Refer Note 10.3 & 39)	509.35	457.67
	- Of Long Term Borrowings (Secured) (Refer Note 10.3 ,5.1 & 5.3)	1,158.09	1,366.36
	- Of Long Term Borrowings of erstwhile PPIL (Secured) (Refer Note 10.4 & 10.5)	68.02	68.02
	- Of Matured Zero Coupon Non Convertible Redeemable Debentures (NCD) (Secured) (Refer Note 10.1 & 10.5)	152.67	152.67
	- Of Optionally Fully Convertible Debentures (OFCD) (Secured) (Refer Note 10.2 & 10.5)	581.99	581.99
	Other Payables:		
	- Payables for Fixed Assets	309.91	30.70
	- Statutory Dues Payable	560.54	585.00
	- Others	387.95	239.93
	(Includes Inland bills payable, stale cheques, dues of PPIL etc.)		
		8,546.10	**8,915.91**

10.1 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 Lacs and ₹ 97 Lacs was due for repayment on 1 May 2009 and 1 May 2010 respectively. However, since the matter is under consideration of BIFR, the same will be paid as per the order of BIFR. Also Refer Note 36.

10.2 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 Lacs and ₹ 291 Lacs was due for repayment on 30 April 2010 and 30 April 2011 respectively. However, since the matter is under consideration of BIFR, the same will be paid as per the order of BIFR. Also Refer Note 36.

10.3 There is delay in repayment of

(i) Term loan aggregating to ₹ 1,158.09 Lacs (Pr. Yr. ₹ 1,366.36 Lacs) ranging from 1 to 183 days (Pr.Yr. 1 day).

(ii) Amount payable to FCCB Holders aggregating to ₹ 509.35 Lacs (Pr. Yr. ₹ 457.67 Lacs) ranging from 91 days to 1072 days (Pr.Yr. 1 to 1072 days).

(iii) Interest on secured borrowings aggregating to ₹ 268.88 Lacs (Pr. Yr. ₹ 566.20 Lacs) ranging from 1 to 60 days (Pr. Yr. 1 to 93 days) in respect of dues to banks /financial institutions.

(iv) Interest on FCCB aggregating to ₹ 47.52 Lacs (Pr. Yr. ₹ 46.25 Lacs) ranging from 1072 days to 1371 days (Pr. Yr. 890 to 1189 days).

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

10.5 The said dues were payable as per Merger Cum Revival Scheme approved by the BIFR vide its order dated 24 April, 2007. However, since the matter is under fresh consideration of BIFR, the same will be paid as per the order of BIFR. Also Refer Note 36.

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
11.	**Short Term Provisions**		
	Provision for employee benefits (Refer Note 46)		
	Provision for Gratuity	7.83	17.27
	Provision for Leave Benefits	25.60	29.93
	Bonus Provision	45.52	39.39
	Others		
	Provision for Income Tax (Net of Payment)	152.65	150.66
	Provision for Wealth Tax (Net of Payment)	5.81	1.97
		237.41	**239.22**

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

12 FIXED ASSETS

12.1 Current Period

₹ In Lacs

	DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK
		01-Oct-14	Addition	Deduction	31-Mar-15	01-Oct-14	for the Period	Transfer to Reserve (Refer Note 12.8)	Deduction	31-Mar-15	31-Mar-15
		(1)	(2)	(3)	(1+2+3)	(5)	(6)	(7)	(8)	(5+6+7-8)	(4-9)
12A	**Tangible Asset**										
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	35.81	3.15	-	-	38.96	446.57
	Factory Building	3,956.59	-	0.33	3,956.25	1,005.38	81.93	-	0.09	1,087.23	2,869.03
	Plant & Machinery	18,545.39	21.11	81.49	18,485.01	10,568.80	227.99	288.38	68.95	11,016.22	7,468.80
	Furniture & Fixtures - Others	473.51	0.81	1.07	473.26	261.25	72.81	2.87	0.71	336.22	137.04
	Vehicles	344.73	5.67	-	350.40	152.76	24.85	1.15	-	178.76	171.63
	Office Equipments	441.95	5.77	0.27	447.45	208.65	13.88	141.59	0.17	363.96	83.49
	Electrical Installations	144.10	-	0.04	144.07	60.07	33.96	12.01	0.00	106.03	38.03
	Computers - Others	501.27	16.79	3.41	514.65	426.44	13.92	35.03	2.92	472.48	42.18
	Total	**29,632.89**	**50.15**	**86.61**	**29,596.44**	**12,719.16**	**472.50**	**481.03**	**72.84**	**13,599.85**	**15,996.58**
12B	**Intangible Asset**										
	Brand (Setcal)	370.00	-	370.00	-	370.00	-	-	370.00	-	-
	Software	324.40	-	-	324.40	245.20	7.93	36.37	-	289.50	34.90
	Technical Knowhow	4.43	-	4.43	-	4.43	-	-	4.43	-	-
	Total	**698.83**	**-**	**374.43**	**324.40**	**619.63**	**7.93**	**36.37**	**374.43**	**289.50**	**34.90**
12C	**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**
12D	**Capital Work In Progress**	-	-	-	-	-	-	-	-	-	1,851.62
	GRAND TOTAL	**30,974.94**	**50.15**	**461.04**	**30,564.05**	**13,608.43**	**480.43**	**517.40**	**447.27**	**14,158.99**	**18,256.69**

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

12.2 Previous Period

₹ In Lacs

	DESCRIPTION	GROSS BLOCK				DEPRECIATION					NET BLOCK
		01.04.2013	Additions	Deductions	30.09.2014	01.04.2013	for the period	Trf to Reserve	Deductions	30.09.2014	30.09.2014
A	**Tangible Assets**										
	Free Hold Land	4,739.81	-	-	4,739.81	-	-		-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	25.89	9.92		-	35.81	449.72
	Factory Building	3,937.26	19.33	-	3,956.59	775.95	229.43		-	1,005.38	2,951.21
	Plant & Machinery	16,868.47	1,676.92	-	18,545.39	6,818.73	3,750.06		-	10,568.80	7,976.59
	Furniture & Fixtures - Others	467.10	6.41	-	473.51	223.63	37.62		-	261.25	212.26
	Vehicles	539.92	8.19	203.38	344.73	246.99	66.31		160.55	152.76	191.97
	Office Equipments	384.39	57.57	-	441.96	183.09	25.56		-	208.65	233.31
	Electrical Installations	143.50	0.60	-	144.10	49.94	10.13		-	60.07	84.03
	Computers - Others	468.38	32.89	-	501.27	362.13	64.31		-	426.44	74.83
	Total	**28,034.36**	**1,801.91**	**203.38**	**29,632.89**	**8,686.35**	**4,193.36**		**160.55**	**12,719.16**	**16,913.72**
B	**Intangible Assets**										
	Brand (Setcal)	370.00	-	-	370.00	370.00	-		-	370.00	0.00
	Software	415.37	14.72	105.69	324.40	295.59	53.26		103.65	245.20	79.20
	Technical Knowhow	4.43	-	-	4.43	4.43	-		-	4.43	0.00
	Total	**789.80**	**14.72**	**105.69**	**698.83**	**670.02**	**53.26**		**103.65**	**619.63**	**79.20**
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										1,296.09
	Total Fixed Assets (A+B+C+D)										**18,662.60**

12.3 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.

12.4 Capital Work in Progress includes Machinery under installation, Construction material purchases and other assets under errection. It includes ₹ 896.54 Lacs (Pr. Yr. ₹ 896.54 Lacs) of erstwhile PPIL (Also refer Note 36).

12.5 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. Also refer Note 36 .

12.6 Gross block of fixed assets include ₹ 5,426.34 Lacs (₹ 5,426.34 Lacs) on account of revaluation of fixed assets carried out on 31 March 2010.

12.7 Depreciation/amortisation for the current period includes Depreciation/amortisation on revalued fixed assets aggregating to ₹ Nil (Pr. Yr. ₹ 1,909.59 Lacs) which in turn includes depreciation/amortisation pertaining to prior periods amounting to ₹ Nil (Pr. Yr. ₹ 1,094.68 Lacs).

12.8 Depreciation for the period ended 31 March 2015 has been aligned to meet the requirements of Schedule II of the Companies Act 2013 and accordingly an amount of ₹ 517.40 Lacs(net off deferred tax of ₹ Nil) in relation to assets where useful life has already expired as on 1 October 2014 has been charged to Retained Earnings.

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
13.	**Non Current Investments (Long Term Investment)**		
13.1	**Trade Investments**		
	In Subsidiaries (Unquoted)		
	Ningxia Wanbury Fine Chemicals		
	13,260 Shares of USD 1 each fully paid up	5.29	5.29
13.2	**Other Investments**		
	In Subsidiaries (Unquoted)		
	Wanbury Holding B. V.		
	6,489 Ordinary Shares 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. (Refer Note 13.7)		
	706 Equity Shares of ₹ 10 each fully paid up	0.07	0.07
	The Shamrao Vithal Co-op. Bank Ltd. (Refer Note 13.7)		
	100 Equity Shares of ₹ 25 each fully paid up	0.03	0.03
	Bravo Healthcare Limited		
	12,71,250 Equity Shares of ₹ 10 each fully paid up	53.40	53.40
	Quoted		
	Bank of India (Refer Note 13.7)		
	1,800 Equity Share of ₹ 10 each fully paid up	0.81	0.81
	Less: Provision for diminution in value of investments (Refer Note 13.6)	15,234.85	15,234.85
		0.91	**0.91**
13.3	Aggregate amount of quoted investments - Gross		
	- Cost	0.81	0.81
	- Market Value	3.52	4.17
13.4	Aggregate amount of unquoted investments (Cost/Book value) - Gross	15,234.94	15,234.94
13.5	Aggregate amount of provision for diminution in value of investments	15,234.85	15,234.85
13.6	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 Shares 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 Shares of ₹ 10 each fully paid up	53.40	53.40
		15,234.85	**15,234.85**
13.7	Pending transfer of shares in the name of the Company		

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
14.	**Long Term Loans & Advances**		
	(Unsecured, considered good, unless otherwise mentioned)		
	Capital Advances	232.67	33.85
	Security Deposits	388.43	386.87
	Loans and advances to related parties (Refer Note 50)		
	Considered Good	-	-
	Considered Doubtful	8,941.48	8,941.48
		8,941.48	8,941.48
	Less: Provision for Doubtful Advances	8,941.48	8,941.48
	Mat Credit Entitlement	336.38	453.63
	Other Loans and Advances	2,029.55	2,187.89
		2,987.03	**3,062.24**
15.	**Other Non Current Assets**		
	Fixed Deposit with Bank (Under Lien) (With Original Maturity of more than 12 months)	92.59	68.93
	Interest Accrued on fixed deposit	6.33	3.70
		98.92	**72.63**
16.	**Inventories**		
	(As certified by the management)		
	Raw Materials and Packing Materials	1,027.89	817.21
	Work-in-Progress	656.13	981.40
	Finished Goods	721.75	836.83
	Stock-in-Trade	945.26	865.64
	Fuel	25.77	14.95
		3,376.80	**3,516.03**
	Above Includes in Transit:		
	Stock-in-Trade	-	7.99
17.	**Trade Receivables (Unsecured)**		
	- Over Six months from the date they are due for payment		
	Considered good	2,422.03	2,309.82
	Considered doubtful	417.29	892.29
		2,839.32	3,202.11
	- Others from the date they are due for payment		
	Considered good	7,429.65	8,009.07
		10,268.97	11,211.18
	Less: Provision for doubtful trade receivables	417.29	892.29
		9,851.68	**10,318.89**
18.	**Cash and Bank Balances**		
18.1	**Cash & Cash Equivalents (As per AS-3)**		
	Cash on Hand	9.08	13.43
	Balances with Banks		
	In Current Account	550.85	62.52
	In EEFC Account	41.89	2.52
	Deposits having original Maturity upto three months	11.41	5.48
		613.23	83.95

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
18.2	**Other Bank Balances**		
	Earmarked balances with banks-Unpaid Dividend	13.65	13.65
	(Amount transferable to Investor Education & Protection Fund when due except ₹6.53 Lacs which was due on 29 October 2014)		
	Fixed Deposits with Banks (Under Lien)*	562.04	556.71
		575.69	570.36
		1,188.92	**654.31**
	*Includes deposits with original maturity of		
	- more than 3 months and upto 12 months	521.10	516.44
	- more than 12 months	40.94	40.27
19.	**Short-term Loans and Advances**		
	(Unsecured, Considered Good)		
	Advance to Employees		
	Considered Good*	436.01	960.81
	Considered Doubtful	20.62	52.21
		456.63	1,013.02
	Less: Provision for Doubtful Advances	20.62	52.21
		436.01	960.81
	Advance to Creditors	1,748.13	854.15
	Prepaid Expenses	68.02	134.62
	Export Benefit Receivable	213.46	143.03
	Balance with Statutory/Government Authorities		
	Balances with Excise Authorities	457.89	336.79
	VAT Receivable	691.33	685.78
		3,614.84	**3,115.18**
	*Includes excess remuneration receivable from Directors- ₹ 166.19 Lacs (Pr. Yr. ₹ 132.50 Lacs)		
20.	**Other Current Assets**		
	Interest Accrued on fixed deposit	14.97	10.12
	Other Interest Receivable	1,039.69	1,037.45
		1,054.66	**1,047.57**
21.	**Revenue From Operation (Gross)**		
	Sale of products		
	Finished Goods	18,491.53	42,190.27
	Traded Goods	6,421.76	24,102.95
	Processing Charges	235.60	693.34
	Other Operating Revenue		
	Sale of Scrap	87.87	224.81
	Export Incentive	231.21	320.79
		25,467.97	**67,532.16**

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
22.	**Other Income**		
	Interest on Bank Deposits	28.21	100.00
	Other Interest	2.47	371.45
	Foreign Exchange Gain- Net	604.71	-
	Insurance Claim	12.37	47.96
	Amount written back (Sacrifice by FCCB Holders)	-	25.58
	Miscellaneous Income	0.64	1.40
		648.40	**546.39**
23.	**Cost of Materials Consumed (Refer Note 51)**		
	Raw Materials & Packing Materials		
	Opening Stock	817.21	874.99
	Add: Purchases	10,042.80	22,607.82
		10,860.01	23,482.81
	Less: Closing Stock	1,027.89	817.21
		9,832.12	**22,665.60**
24.	**Purchase of Stock-in-Trade**	1,812.56	7,476.17
		1,812.56	**7,476.17**
25.	**Changes in Inventories of Finished Goods,Work-in-Progress and Stock-in-Trade**		
	Inventories at the beginning of the period		
	- Finished Goods	836.83	384.50
	- Work-in-Progress	981.40	1,517.91
	- Stock-in-Trade	865.64	897.40
	(A)	2,683.87	2,799.81
	Inventories at the end of the period		
	- Finished Goods	721.75	836.83
	- Work-in-Progress	656.13	981.40
	- Stock-in-Trade	945.26	865.64
	(B)	2,323.14	2,683.87
	Net (Increase)/Decrease in Inventories (A-B)	**360.73**	**115.94**
26.	**Employee Benefits Expense**		
	Salaries, Wages, Bonus and Allowances	3,586.57	10,250.61
	Contribution to Provident and Other Funds	264.64	648.15
	Staff Welfare Expenses	112.04	290.67
		3,963.25	**11,189.43**
27.	**Finance Cost**		
	Interest expense	1,731.34	4,704.67
	Applicable net (gain)loss on foreign currency transactions and translation	131.14	121.70
		1,862.48	**4,826.37**

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
28.	**Depreciation and amortization expense (Refer Note 12)**		
	Depreciation and amortization expense	480.42	4,246.62
	Less: Transferred from Revaluation Reserve	-	1,909.59
		480.42	**2,337.03**
29.	**Other Expenses**		
	Advertisement & Sales Promotional Expenses	577.42	3,361.11
	Travelling & Conveyance	1,383.61	2,644.24
	Power & Fuel	1,005.47	2,807.46
	Breakages & Expiry	269.78	955.82
	Carriage Outward	691.76	1,590.46
	Legal & Professional Charges	581.06	1,193.83
	Commission On Sales	225.79	1,220.79
	Consumption of Stores,Spares & Consumables	207.78	574.45
	Rent	170.90	475.97
	Foreign Exchange Loss- Net	-	439.48
	Repairs to Plant & Machineries	257.10	606.38
	Repairs to Buildings	30.05	61.64
	Repairs- Others	86.35	219.45
	Amounts Written Off- Net	237.82	822.57
	Rates & Taxes	120.00	235.22
	Provision for Doubtful Trade Receivables	30.49	554.00
	Provision for Doubtful Advances	11.00	10.18
	Insurance	50.25	104.30
	Loss on sale/discard of Fixed Assets- Net	1.08	39.12
	Excise Duty*	(75.25)	150.23
	Sales Tax & Service Tax	19.84	73.78
	Miscellaneous Expenses	998.63	2,520.04
		6,880.93	**20,660.52**
	*Net Impact of the excise duty provision on opening stock and closing of finished goods- debit (credit)	(73.61)	110.62
30.	**Exceptional Items (Refer Note 40)**		
	Provision for Doubtful Advances	-	8,941.48
	Provision for Diminution in value of investments	-	15,234.84
		-	**24,176.32**
31.	**Earning Per Share:**		
	Profit/ (loss) after Tax - ₹ In Lacs	320.76	(27,000.93)
	Weighted Average Number of Equity Shares	1,99,69,286	1,93,73,775
	Nominal value of Equity Shares in ₹	10.00	10.00
	Basic & Diluted Earning /(Deficit) Per Share in ₹	1.61	(139.37)

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.

32. **Commitments:**

a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹ 113.67 Lacs (Pr. Yr. ₹ 154.06 Lacs).

b) Other Commitments - Non Cancellable operating leases (Refer Note 48).

33. **Contingent Liabilities:**

Sr. No.	Particulars	31 Mar 2015 ₹ in Lacs	30 Sept 2014 ₹ in Lacs
a)	Contract of take out undertaking executed in favour of bank/financial institution for loans given to subsidiaries. Loans outstanding at the period end.	22,953.54 (Euro 340.00 Lacs) 17,663.66 (Euro 261.64 Lacs)	26,590.04 (Euro 340.00 Lacs) 19,995.38 (Euro 255.68 Lacs)
b)	Disputed demands by Income Tax Authorities. Amount paid under protest and shown as advance.	201.53 59.01	201.53 59.01
c)	Disputed demands by Sales Tax Authorities. Amount paid under protest and shown as advance.	3,342.22 26.30	3,299.27 26.30
d)	Disputed demands by Service Tax Authorities. Amount paid under protest and shown as advance.	724.93 61.37	724.93 61.37
e)	Disputed demands by Excise Authorities.	85.06	85.06
f)	Disputed demands by National Pharmaceutical Pricing Authority (NPPA)	190.58	190.58
g)	Claims against the Company not acknowledged as debts.	1,560.70	1,531.35
h)	Custom Duty on import under Advance License Scheme, pending fulfillment of Exports obligation.	1,719.11	1,201.54

The management considers the Service Tax, Excise Duty, Customs 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.

34. 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 Lacs (Pr. Yr. USD 60 Lacs) [₹ 3,755.45 Lacs (Pr. Yr. ₹ 3,696.81 Lacs)] to acquire aforesaid preference shares. Further, State Bank of India, London vide its letter dated 11 July 2012, has demanded repayment of Euro 32.60 Lacs (Pr. Yr. Euro 32.60 Lacs) [₹ 2,200.84 Lacs (Pr. Yr. ₹ 2,549.52 Lacs)] 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.

35. The Company operates solely in the pharmaceuticals segment and hence no separate disclosure for segment wise information is required.

36. 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.

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

The BIFR has directed IDBI Bank, which has been 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 has been 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. However, all actions taken by the Company pursuant to the sanctioned scheme shall remain 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.

As per BIFR Order dated 24 April 2007, statutory dues of erstwhile PPIL comprising of income tax ₹ 250.36 Lacs, profession tax ₹ 6.06 Lacs, customs duty ₹ 230 Lacs, sales tax ₹ 8.50 Lacs and excise duty ₹ 15.62 Lacs 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 Lacs and Optionally Fully Convertible Debentures (OFCDs) of ₹ 581.99 Lacs, to some of the lenders of erstwhile PPIL, out of which dues amounting to ₹ 152.67 Lacs and ₹ 581.99 Lacs 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 have not been paid.

37. 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; and
    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.
    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.

38. The Company does not have a Chief Financial Officer required under Section 203 of the Companies Act, 2013 and the Company is in process of identifying suitable candidate for the position of Chief Financial Officer.

39. a) The Company had issued on 20 April 2007, 800 Nos. 1% Unsecured Foreign Currency Convertible A Bonds ("A Bonds") and 700 Nos. 1% Unsecured Foreign Currency Convertible B Bonds ("B Bonds") of face value of € 10,000 each maturing on 23 April 2012 and 17 December 2012 respectively.

    The A Bonds were convertible at the option of the holders of such bonds, unless previously redeemed or purchased and cancelled, into equity shares of face value of ₹ 10 each at a premium of ₹ 128.43, being conversion price of ₹ 138.43 at a fixed exchange rate of ₹ 57.22 to € 1 and such option being exercisable till 9 March 2012.

    The B Bonds were convertible at the option of the holders of such bonds, unless previously redeemed or purchased and cancelled, into equity shares of ₹ 10 each at a premium of ₹ 128.43, being reset conversion price of ₹ 138.43 at a fixed exchange rate of ₹ 57.22 to € 1 and such option being exercisable till 5 November 2012.

    The Company may, at the option of any holders of any Bonds, repurchase at the early redemptions amount, together with accrued and unpaid interest.

    The A Bonds and the B Bonds are bearing interest @ 1% p.a. payable semi annually and Yield to Maturity of 7.50 % p.a. compounded semi annually.

    b) The pro-rata premium payable on redemption, exchange gain/loss on premium payable and issue expenses is charged to Securities Premium Account.

    c) During the year ended on 31 March, 2010 the Company bought back and cancelled 424 Foreign Currency Convertible "A" Bonds of face value of € 10,000 each.

    d) During the period under review the Company has not received any application for conversion of FCCB into equity shares of the Company. However till date 5,29,085 fully paid equity shares of face value of ₹ 10/- each have been issued at a conversion price of ₹ 138.43 per equity share upon conversion of 128 Foreign Currency Convertible "A Bonds" of face value of € 10,000 each.

e) 248 FCCB "A Bonds" have matured on 23 April 2012. The Company has negotiated terms with bond holders holding 218 bonds and have been accounted for accordingly. For the balance 30 FCCB "A Bonds", pending negotiation effect given in the financial statements are as per the terms at the time of issue of the bonds.

f) 700 FCCB B Bonds have matured on 17 December 2012. Out of this, 556 bonds are repaid on 31 March 2014 and the Company has negotiated terms with 144 bondholder. Effects in the accounts have been given as per the terms of settlement with remaining bondholder.

40. a) Advance for investment to Wanbury Holding B.V., a subsidiary company, amounting to ₹ 10,004.46 Lacs (Pr. Yr. ₹ 10,004.46 Lacs) are intended to be adjusted against the value of the Ordinary Shares to be issued by the aforesaid subsidiary.

b) The Company has invested ₹ 53.40 Lacs in equity shares of Bravo Healthcare Limited (BHL) and also given loan and advances aggregating to ₹ 7,598.04 Lacs in previous period. Net worth of BHL has been negative as per audited accounts for the year ended 31 March 2014.

The Company has invested ₹ 5.29 Lacs in shares of Ningxia Wanbury Fine Chemicals Company Limited ("Ningxia"), a wholly-owned subsidiary and net amount recoverable as at the period end is ₹ 124.11 Lacs. Net worth of Ningxia has been negative as per audited accounts for the period ended 31 March 2015.

The Company has invested ₹ 68.33 Lacs in shares of Wanbury Global FZE ("FZE"), a wholly-owned subsidiary and ₹ 1,254.35 Lacs in quasi share capital of FZE.

The Company has invested ₹ 3,849.02 Lacs in ordinary share of Wanbury Holding B.V.("WHBV"), a wholly-owned subsidiary, which is created for making investment in step down subsidiaries and has given advances of ₹ 10,004.46 Lacs to be adjusted against shares which is pending allotment. WHBV has made investment in it's wholly-owned subsidiary, Cantabria Pharma S.L. ("CP") and given loans & advances to CP. The Company has also receivable from CP of ₹ 1,219.33 Lacs as at the period end. CP has incurred losses and net worth of CP has been negative. Further, CP has filed for voluntary insolvency in the Commercial Court of Madrid, Spain on 4 November 2013. CP is in the process of liquidations and Receiver has taken the control of CP as per the order of Commercial Court of Madrid, Spain.

In the preceding financial statement for the eighteen months period ended on 30 September 2014, provision was made for Diminution in value of investments aggregating to ₹ 5,230.38 Lacs and for Doubtful Advances aggregating to ₹ 18,945.94 Lacs and the same had been considered as Exceptional Items - Refer Note 30.

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

Amount outstanding as on 31 March 2015 to Micro, Small and Medium Enterprises on account of principal amount aggregate to ₹ 64.33 Lacs (Pr. Yr. ₹ 44.10 Lacs) and interest due thereon is ₹ 4.19 Lacs (Pr. Yr. ₹ 8.31 Lacs) and interest paid during the period ₹ Nil (Pr. Yr. ₹ Nil).As per the terms/understanding with the parties, no interest is payable, hence no provision has been made for the aforesaid interest. (Refer Note 9).

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

(₹ in Lacs)

Particulars	**31 Mar 2015**	**30 Sept 2014**
Liabilities:		
Depreciation	1,086.93	1,349.88
Assets:		
43 B Disallowance and other deferments	3,226.99	3,293.52
Unabsorbed Depreciation	654.43	632.45
Total Assets	3,881.42	3,925.97
Deferred Tax Asset Restricted to	1,086.93	1,349.88
Net Deferred Tax Assets (Liabilities)	Nil	Nil

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

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

43. (a) Managerial Remuneration:

(₹ in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Salary & Allowances	Nil	20.00
Contribution of P.F. & Other Funds	2.61	7.84

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

Excess remuneration of ₹ 19.37 Lacs pertaining to Financial year ended 31 March 2012, ₹ 19.62 Lacs pertaining to Financial year ended 31 March 2013, ₹ 93.51 Lacs pertaining to Financial period ended 30 September 2014 and ₹ 33.69 Lacs pertaining to Financial period ended 31 March 2015 together aggregating to ₹ 166.19 Lacs, being recoverable from Director, is shown under "Short Term Loans & Advances "(Refer Note 19).

(b) Sitting fees to directors ₹ 3.98 Lacs (Pr. Yr. ₹ 8.52 Lacs).

44. **Details of Auditors Remuneration**: **(₹ in Lacs)**

Particulars	31 Mar 2015	30 Sept 2014
Statutory Auditors Remuneration :		
- Audit Fees	5.75	17.25
- Certification & Other Matters	2.80	19.78
- Out of Pocket Expenses	0.13	0.14
Branch Auditors Remuneration :		
- Branch Auditor Fees	1.25	2.25
- Out of Pocket Expenses	0.42	2.09
Cost Auditors Remuneration :		
- Cost Auditor Fees	0.63	1.97
- Out of Pocket Expenses	0.05	Nil

Note: Above figures are exclusive of service tax.

45. **a) Earning in Foreign Currency :** **(₹ in Lacs)**

Particulars	31 Mar 2015	30 Sept 2014
FOB Value of Exports	12,492.56	25,789.97
Freight, Insurance etc.	304.23	756.33

b) CIF Value of Imports : **(₹ in Lacs)**

Particulars	31 Mar 2015	30 Sept 2014
Raw Materials [Including High Seas purchases ₹ 600.99 Lacs (Pr. Yr. ₹ 3,251.10 Lacs]	2,765.41	8,440.75
Capital Goods [Including High Seas purchases ₹ Nil (Pr. Yr ₹ 40.80 Lacs)]	46.43	72.98

c) Expenditure in Foreign Currency: **(₹ in Lacs)**

Particulars	31 Mar 2015	30 Sept 2014
Interest	133.48	645.04
Commission expense	83.39	92.79
Legal & Professional Fees	20.86	184.91
Other Expenses (including travelling and business promotion)	196.26	549.93

46. **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 period, the Company has recognised the following amounts in the Account: **(₹ in Lacs)**

Particulars	31 Mar 2015	30 Sept 2014
Provident Fund, Employee's Pension Scheme and MLWF	168.44	472.86
Employees State Insurance	16.16	53.82
Super Annuation Fund	1.77	4.57
TOTAL	**186.37**	**531.25**

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 2015.

(₹ in Lacs)

Sr. No.	Particulars	31 Mar 2015	30 Sept 2014
a	**Changes in Defined Benefit Obligation**		
	Opening defined benefit obligation	354.04	289.40
	Current service cost	48.06	112.02
	Interest cost	14.16	39.07
	Actuarial loss / (gain)	9.73	(66.89)
	Benefit (paid)	Nil	(19.56)
	Closing defined benefit obligation	425.99	354.04
b	**Changes in Fair Value of Assets**		
	Opening fair value of plan assets	15.60	4.71
	Expected return on plan assets	0.79	1.16
	Actuarial gain / (loss)	(0.81)	0.98
	Contributions of employer	4.10	28.31
	Benefits (paid)	Nil	(19.56)
	Closing fair value of plan assets	19.68	15.60

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

(₹ in Lacs)

Sr. No.	Particulars	31 Mar 2015	30 Sept 2014
c	**Amount recognised in the Balance Sheet**		
	Present value of the obligations as at period end	425.99	354.04
	Fair value of the plan assets as at period end	19.68	15.60
	Net (asset) / liability recognised as at period end	406.31	338.44
d	**Expenses recognised in the Statement of Profit and Loss Account**		
	Current service cost	48.06	112.02
	Interest on defined benefit obligation	14.16	39.07
	Expected return on plan assets	(0.79)	(1.16)
	Net actuarial loss / (gain) recognised in the current period	10.54	(67.87)
	Total expense	71.97	82.06
e	**Asset information**		
	Government of India Securities	-	-
	Equity shares of listed companies	-	-
	Property	-	-
	Bank Balance	-	-
	Funds managed by Insurer	100%	100%
f	**Principal actuarial assumptions used**		
	Discount rate (p.a.)	8.00%	9.00%
	Expected rate of return on plan assets (p.a.)	9.00%	8.50%
	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 ₹ 375.19 Lacs (Pr. Yr. ₹ 383.86 Lacs) being liability as at the period end for compensated absences as per actuarial valuation has been provided in the accounts.

47. 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.

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

Currency	Buy or Sell	Cross Currency	Amount in US $	
			31 Mar 2015	30 Sept 2014
US $	Sell	INR	66.25 Lacs	105.00 Lacs

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 Lacs		₹ in Lacs	
		31 Mar 2015	30 Sept 2014	31 Mar 2015	30 Sept 2014
Amount Receivable	EURO	4.42	6.93	298.30	541.97
	USD	7.07	0.04	442.84	2.53
	GBP	0.04	0.07	3.44	7.47
Amount Payable	EURO	48.12	50.23	3,248.32	3,928.22
	USD	70.83	77.51	4,433.16	4,775.72
	GBP	0.05	0.05	4.66	5.05
	AED	0.12	Nil	2.04	Nil

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

The Company has taken various residential /godown / office premises (including furniture and fittings, therein as applicable) /cars under operating lease or leave and license agreements. These are generally cancellable and range from 11 months to 60 months under leave and licence, or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms. The lease payments of ₹ 170.90 Lacs (Pr. Yr. ₹ 475.97 Lacs) are recognised in the Statement of Profit and Loss under "Rent" under Note 29.

The future lease payments and payment profile of non cancellable operating leases are as under:

(₹ in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Not later than one year	17.02	Nil
Later than one year but not later than five years	Nil	Nil
Later than five years	Nil	Nil

49. Disclosure required by clause 32 of the listing agreement (as certified by management):

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

(₹ in Lacs)

Particulars	Outstanding as on 31 Mar 2015	Maximum Balance Outstanding during the period
Bravo Healthcare Ltd.	7,598.04 (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)	5,975.98 (Pr. Yr. 5,975.98)

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 Lacs Equivalent to Euro 3,010 (Pr. Yr. ₹ 2.03 Lacs Equivalent to Euro 3,010)

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

50. **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)

Category III: Key Management Personnel and their relatives:

- Mr. K. Chandran - Vice Chairman
- Mr. P. V. Pasupathy - President, API
- Mr. Indranil Chakravartthy - President, Formulation

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 Lacs)

Sr. No.	Transactions	Related Party Relation	31 Mar 2015	30 Sept 2014
1	**Advances Taken:**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	200.00
2	**Expenses Reimbursed from :**			
	Cantabria Pharma SL	II	Nil	58.42
	Bravo Healthcare Ltd.	IV	Nil	40.02
3	**Remuneration paid:**			
	Mr. K. Chandran	III	Nil	27.84
	Mr. P. V. Pasupathy	III	133.59	69.49
	Mr. Indranil Chakravartthy	III	53.96	44.69
4	**Excess Remuneration to Director treated as Receivable (Refer Note 43)**			
	Mr. K. Chandran	III	33.69	93.51
5	**Information Technology Services taken:**			
	Wanbury Infotech Pvt. Ltd.	IV	140.20	302.81
6	**Preferential Share Allotment to:**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	971.25
7	**Advances given against allotment of shares:**			
	Wanbury Holding B. V.	II	Nil	4,629.10
8	**Repayment of Loans & Advances given:**			
	Cantabria Pharma SL	II	Nil	4,505.00
9	**Provision for Doubtful Advances:**			
	Bravo Healthcare Ltd.	IV	Nil	7,598.04
	Cantabria Pharma SL	II	Nil	1,219.33
	Ningxia Wanbury Fine Chemicals Co. Ltd.	II	Nil	124.11
10	**Provision for Diminution in value of investments: Refer Note 13.6**			

C. Balances due from/to related parties: **(₹ in Lacs)**

Sr. No.	Particulars	Related Party Relation	31 Mar 2015	30 Sept 2014
1	**Advances Taken:**			
	Expert Chemicals (India) Pvt. Ltd.	I	201.00	201.00
2	**Loans and Advances Given:**			
	Ningxia Wanbury Fine Chemicals Co. Ltd.	II	124.11	124.11
	Cantabria Pharma SL	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	7,598.04	7,598.04
3	**Amount Payable:**			
	Wanbury Infotech Pvt. Ltd.	IV	113.82	34.81
4	**Excess Remuneration Receivable:**			
	Mr. K. Chandran	III	166.19	132.50
5	**For Investments and Diminution in value of investments: Refer Note 13**			

51. **Consumption of Raw Materials and Packing Materials:** **(₹ in Lacs)**

Item	31 Mar 2015	30 Sept 2014
DCDA	2,707.33	7,641.52
DMA Hcl	2,484.80	5,898.43
Methanol	448.49	1,221.24
Meta Bromo Anisole	810.08	1,217.28
Others	3,381.42	6,687.14
Total	**9,832.12**	**22,665.60**

Particulars	31 Mar 2015		30 Sept 2014	
	%	₹ in Lacs	%	₹ in Lacs
Imported (including High Sea purchases)	25.62	2,518.85	38.25	8,669.20
Indigenous	74.38	7,313.27	61.75	13,996.40
Total	**100.00**	**9,832.12**	**100.00**	**22,665.60**

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

53. **Details of Closing Stocks of Finished/ Traded Goods**: **(₹ in Lacs)**

Class of Goods	31 Mar 2015	30 Sept 2014	31 Mar 2013
a) Finished Goods / Bulk Drugs	**721.75**	**836.83**	**384.50**
Traded Goods			
b) Formulations:			
Liquids	119.84	91.77	114.23
Tablets	524.47	510.62	399.63
Vials	57.56	67.68	127.24
Capsules	123.03	103.82	178.88
Ampoule	36.08	14.58	31.90
Others	27.01	10.91	23.65
Sub Total (b)	**887.97**	**799.38**	**875.53**
c) Processed Food			
Powders	52.19	51.17	16.76
Liquids	5.10	15.09	5.11
Sub Total (c)	**57.29**	**66.26**	**21.87**
Total (a+b+c)	**1,667.03**	**1,702.47**	**1,281.90**

NOTES TO FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

54. Details of Purchases & Sales of Finished/Traded Goods: **(₹ in Lacs)**

Class of Goods	Purchase during the period		Sales during the period	
	31 Mar 2015	30 Sept 2014	31 Mar 2015	30 Sept 2014
A) Finished Goods/ Bulk Drugs	-	-	18,015.89	40,843.83
B)Traded Goods				
i) Formulations:				
Liquids	382.24	1,154.11	1,123.91	3,064.41
Tablets	928.11	3,905.97	3,542.91	12,459.14
Vials	32.73	161.35	115.67	593.88
Capsules	232.61	1,248.88	1,185.72	6,162.88
Ampoule	41.56	114.93	54.67	313.65
Others	55.73	132.90	12.24	42.64
Sub-Total (i)	1,672.98	6,718.14	6,035.12	22,636.60
i) Processed Food :				
Powders	129.06	657.54	345.62	1,300.57
Liquids	10.52	100.49	41.02	165.78
Sub-Total (ii)	139.58	758.03	386.64	1,467.35
C) Others	Nil	Nil	87.87	224.81
Total (A+B+C)	**1,812.56**	**7,476.17**	**24,525.52**	**65,171.59**

Note - Sales excludes free replacements /offers

55. Net-worth of the Company as on 31 March 2015 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.

56. In compliance of Companies Act, 2013, the Company has changed its financial year. Hence, current financial period is from 1 October 2014 to 31 March 2015 as compared to the previous financial period of eighteen months i.e. from 1 April 2013 to 30 September 2014 and consequently, figures are not strictly comparable.

57. Figures of previous year are regrouped/ rearranged wherever necessary.

For and on behalf of the Board of Directors,

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

Mumbai, 21 May 2015

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** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31 March 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the period 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 Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgements 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 these 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 there under.

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 but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. 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 2015, and the consolidated profit of the Group and the consolidated cash flows of the Group for the period 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 50;
2. The Company has given guarantee in respect of EXIM Bank's investments of USD 60 Lacs (₹ 3,755.45 Lacs) in Wanbury Holding B.V., a subsidiary of the Company, and State Bank of India's loan of Euro 32.60 Lacs (₹ 2,200.84 Lacs) to Cantabria Pharma S.L., the step down subsidiary of the Company, which have been invoked by the respective parties. The said 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 35; and

   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 ₹ 135.63 Lacs as at 31 March 2015, total revenues of ₹ Nil and net cash outflows amounting to ₹ 0.16 Lac for the period 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 financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company, we give in the Annexure 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, 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 Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 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 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
   (f) 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 Group has disclosed the impact, if any, of pending litigations as at 31 March 2015, on its financial position in its consolidated financial statements – Refer Note 34 to the consolidated financial statements;
      ii. The Group has not entered into any on long-term contracts including derivative contracts requiring provision under the applicable law or accounting standards, for material foreseeable losses.
      iii. There has been delay in transferring ₹ 6.54 Lacs, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, which has been paid on 8 May 2015.

For **Kapoor & Parekh Associates**
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M.No.37032

Mumbai, 21 May 2015

ANNEXURE 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 consolidated financial statements for the period ended 31 March, 2015.)

1 In respect of its fixed assets:

a) The Holding Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The fixed assets have been physically verified by the management during the period as per the phased programme which, in our opinion, is reasonable having regard to the size of the Holding Company and the nature of its assets. We are informed that there was no material discrepancies noticed on such verification which were accounted in the consolidated financial statements.

2 In respect of inventories:

a) As explained to us, the inventories were physically verified by the management at reasonable intervals during the period except for stocks with third parties for which most of the confirmation certificates have been obtained by the Holding Company.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Holding Company and the nature of its business.

c) In our opinion and according to the information and explanations given to us, the Holding Company has maintained proper records of its inventories and the discrepancies noticed on such physical verification between physical stock and book records have been adequately dealt with in the books of account.

3 According to the information and explanations given to us, the Holding Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 and hence, clause 3(iii) of the Order is not applicable to the Holding Company.

4 In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Holding Company and nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

5 The Holding Company has not accepted any deposit from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard.

6 We have broadly reviewed the books of accounts maintained by the Holding 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 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 Holding Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities during the period. 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 2015 which were in arrears for a period of more than six months from the date they became payable *except in respect of income tax deducted at source of ₹ 0.21 Lac, profession tax of ₹ 4.11 Lacs, NMMC Cess of ₹ 8.72 Lacs, wealth tax of ₹ 2.80 Lacs and statutory dues of erstwhile PPIL referred to in Note 37 of the financial statements.*

b) On the basis of our examination of the documents and records of the Holding Company, there are no dues of Income Tax, Sales Tax, Wealth 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 Lacs*	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
		96.32	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, Visakhapatnam
		60.35	FY 2007-08	
		19.95	FY 2002-03	Sales Tax Appellate Tribunal, Andhra Pradesh
		42.95	FY 1997-98 to FY 2004-05	Hyderabad High Court
		2,972.28	FY 1992-93 FY 1994-95 FY 1996-97 FY 1997-98 & 2000-01 to 2004-05	Bombay High Court
Service Tax under Finance Act, 1994	Service Tax/ Interest/ Penalty	632.13	FY 2004-05 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	25.31	FY 2009-10 to FY 2010-11	Central, Excise and Service Tax Appellate Tribunal, Bangalore
		2.97	Apr 2011 to Dec 2011	Central, Excise and Service Tax Appellate Tribunal, Bangalore
		9.61	Apr 2005 to Sept 2007	Central, Excise and Service Tax Appellate Tribunal, Bangalore
		21.07	Apr 2011 to Feb 2012	The Commissioner of Central Excise (Appeals), Guntur, Andhra Pradesh
		26.10	Mar 2013 to Dec 2013	The Commissioner of Central Excise (Appeals), Guntur, Andhra Pradesh

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

c) ₹ 6.54 Lacs which was required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has remained unpaid as at the period end and subsequently transferred to the aforesaid fund.

8. The Holding Company has accumulated losses exceeding fifty percent of the net worth as at the period end. The Holding Company has not incurred cash losses during the current and the immediately preceding consolidated financial period.

9. Based on our audit procedures and on the basis of information and explanations given to us, *Non Convertible Debentures of ₹ 152.67 Lacs and Optionally Fully Convertible Debenture of ₹ 581.99 Lacs have remained unpaid from due dates as referred to in note 10.1 and 10.2 respectively of the consolidated financial statements, pending fresh order of BIFR (refer Note 37 of the consolidated financial statements). There is a delay in payment of principal amount to Foreign Currency Convertible Bond-Holders aggregating to ₹ 509.35 Lacs of 1,072 days and interest of ₹ 47.52 Lacs of 1,371 days. Term Loans of ₹ 68.02 Lacs taken by erstwhile PPIL from banks /financial institutions have remained unpaid from due dates as referred to in note 10.4 and 10.5 of the consolidated financial statements, pending fresh order from BIFR (refer Note 37*

of the consolidated financial statements). Further, except for delay in payment of principal aggregating to ₹ 2,509.22 Lacs ranging from 1 to 183 days and interest of ₹ 1,275.51 Lacs ranging from 1 to 92 days in respect of period ended 31 March 2015, there is no delay in respect of term loans due to banks/financial institutions. However principal amount of ₹ 1,351.13 Lacs and interest amount of ₹ 1,006.64 Lacs have been made good till period ended 31 March 2015 and principal amount of ₹ 0.49 Lac and interest of ₹ 51.05 Lacs have been made good subsequently.

10. According to the information and explanations given to us, the Holding Company has given guarantees for loans taken by the subsidiaries, from bank and financial institutions, and the terms and conditions thereof are, prima facie, not prejudicial to the interest of the Holding Company.

11. To the best of our knowledge and belief and according to the information and explanations given to us, the term loans taken by the Holding Company were, prima facie, applied for the purposes for which they were obtained.

12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Holding Company has been noticed or reported during the course of our audit.

For **Kapoor & Parekh Associates**
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel
Partner
M.No.37032

Mumbai, 21 May 2015

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2015

₹ in Lacs

	Note No	31 Mar 2015	30 September 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,996.93	1,996.93
Reserves and Surplus	4	(21,391.00)	(21,168.32)
		(19,394.07)	(19,171.39)
Minority interest	36	2,666.24	2,666.24
Non-Current Liabilities			
Long-term borrowings	5	27,048.02	27,934.54
Other Long-term liabilities	6	2,022.21	2,557.73
Long-term provisions	7	748.09	675.13
		29,818.32	31,167.40
Current Liabilities			
Short-term borrowings	8	7,785.43	7,417.79
Trade payables	9	10,905.79	9,369.33
Other current liabilities	10	8,546.95	8,916.75
Short-term provisions	11	237.41	239.21
		27,475.58	25,943.08
	TOTAL	**40,566.07**	**40,605.33**
ASSETS			
Non-current assets			
Fixed assets	12		
Tangible assets		15,996.58	16,913.78
Intangible assets		34.90	79.20
Fixed Asset held for sale		373.59	373.59
Capital work-in-progress		1,851.62	1,296.09
		18,256.69	18,662.66
Non-current investments	13	0.91	0.91
Long-term loans and advances	14	3,108.10	3,202.50
Other non-current assets	15	98.92	72.63
		21,464.62	21,938.70
Current assets			
Inventories	16	3,376.80	3,516.02
Trade receivables	17	9,851.68	10,318.90
Cash and Bank Balances	18	1,203.47	669.02
Short-term loans and advances	19	3,614.84	3,115.13
Other current assets	20	1,054.66	1,047.56
		19,101.45	18,666.63
	TOTAL	**40,566.07**	**40,605.33**

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, 21 May 2015

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

₹ In Lacs

	Note No	6 months period ended 31 Mar 2015	18 months period ended 30 Sept 2014
REVENUE:			
Revenue from operations (Gross)	21	25,467.97	67,532.16
Less: Excise duty		475.64	1,346.44
Revenue from operations (Net)		24,992.33	66,185.72
Other Income	22	648.12	1,128.65
Total Revenue		**25,640.45**	**67,314.38**
EXPENSES:			
Cost of materials consumed	23	9,832.12	22,665.60
Purchase of Stock-in-Trade	24	1,812.56	7,476.17
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	25	360.73	115.94
Employee benefits expense	26	3,963.25	11,189.42
Financial costs	27	1,862.48	4,826.38
Depreciation and amortization expense	28	480.42	2,337.16
Other expenses	29	6,881.03	22,318.23
Total Expenses		**25,192.59**	**70,928.90**
Profit/ (Loss) before exceptional items and tax		**447.86**	**(3,614.52)**
Exceptional Items-Income/(Expense)	30	-	(8,870.77)
Profit/(Loss) before tax		**447.86**	**(12,485.28)**
Tax expense:			
- Current tax expenses			-
- Tax expenses/(benefits) for prior years		10.23	-
- Add: Reversal of MAT Credit for prior years		117.25	285.66
Net Current Tax Expense		127.48	285.66
- Deferred tax(net)		-	-
Profit/(Loss) for the year from Continuing Operations		**320.38**	**(12,770.95)**
There are no Extra Ordinary Items and Discontinuing Operations.			
Basic & Diluted Earning /(Deficit) Per Share in ₹	31	1.60	(65.92)
[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, 21 May 2015

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2015

₹ In Lacs

		31 Mar 2015	30 Sept 2014
A	**Cash flows from Operating Activities**		
	Net Profit/(Loss) before Tax	447.86	(12,485.28)
	Adjustments for:		
	Depreciation and amortisation	480.42	2,337.16
	(Profit)/Loss on Fixed Assets Sold	1.08	39.12
	Provision for Doubtful Trade Receivables	30.49	562.01
	Provision for Doubtful Advances	11.00	10,409.96
	Provision for Diminution in value of investments	-	53.40
	Wealth Tax (Included in Other Expenses)	3.84	1.97
	Interest Expenses	1,862.48	4,826.38
	Unrealised Exchange (Gain) Loss	(331.89)	563.42
	Interest Income	(30.68)	(471.45)
	Amount written back (Sacrifice by FCCB Holders)	-	(25.58)
	Amounts Written Off(Net)	237.82	822.57
	Operating Profit/(Loss)before Working Capital Changes	**2,712.42**	**6,633.67**
	Changes in Working Capital:		
	Decrease/(Increase) in Trade Receivable	390.94	(2,157.24)
	Decrease/(Increase) in Long Term Loans & Advances	212.52	(2,558.72)
	Decrease/(Increase) in Short Term Loans & Advances	(748.52)	619.01
	Decrease/(Increase) in Inventories	139.22	187.60
	Increase/(Decrease) in Other Long Term Liabilities	(187.85)	(1,290.01)
	Increase/(Decrease) in Other Current Liabilities	(81.21)	672.17
	Increase/(Decrease) in Long Term Provisions	72.96	(40.76)
	Increase/(Decrease) in Short Term Provisions	(7.63)	(25.30)
	Increase/(Decrease) in Trade Payables	1,535.06	3,879.00
	Increase/(Decrease) in Foreign Currency Translation Reserve	(12.99)	920.78
	Cash Generated from (Used in) Operations.	**4,024.92**	**6,840.20**
	Direct Taxes Paid (Net of Refunds)	(8.22)	(22.96)
	Net Cash generated from (Used in) Operating Activities	**4,016.70**	**6,817.24**
B	**Cash flows from Investing Activities**		
	Capital Expenditure on Fixed Assets including Capital Advances	(525.29)	(1,177.40)
	Proceeds from Sale of Fixed Assets	(0.00)	5.75
	Interest Income Received	20.95	474.23
	Bank Balance not considered as Cash and Cash Equivalents (Net)	(28.99)	77.83
	Net Cash generated from (Used in) Investing Activities	**(533.33)**	**(619.59)**

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2015

₹ In Lacs

		31 Mar 2015	30 Sept 2014
C	**Cash flows from Financing Activities**		
	Proceeds from Long Term Borrowings	277.73	6,406.72
	Repayment of Long Term Borrowings	(1,466.53)	(9,332.49)
	Proceeds (Repayment) of Short Term Borrowings	352.58	33.25
	Interest Paid	(2,118.03)	(4,369.77)
	Advance received for allotment of equity shares	-	200.00
	Unpaid Dividend transfer to Investor Education Protection Fund	-	(5.58)
	Net Cash generated from (Used in) Financing Activities	(2,954.25)	(7,067.87)
	Net Increase/(Decrease) in Cash & Cash Equivalents	**529.12**	**(870.22)**
	Cash and Cash equivalents as at the beginning of the Year	98.66	968.88
	Cash and Cash Equivalents as at the end of the Year (Refer Note 18.1)	**627.78**	**98.66**

1. Figures in brackets indicates outflow.
2. Previous year's figures are regrouped & recasted wherever required.

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, 21 May 2015

For and on behalf of the Board

K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

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 Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these consolidated financial statements to comply in all material respects with the accounting standards notified under Companies (Accounting Standards) Rules, 2006, (as amended) which continue to apply as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, 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 classification of assets and liabilities as current and non-current.

2.4. Use of Estimates:

Preparation of consolidated 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/ 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 flow 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.

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. 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 expenditure of a revenue nature is charged to the revenue in the period in which it is incurred and expenditure of a capital nature is added to respective fixed assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

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 and 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 and 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 and 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 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 or 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 and 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 period-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 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 and Loss in the period in which they are incurred.

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 period 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 accounted 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 are 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 and 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 consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

		31 Mar 2015 ₹ In Lacs	30 Sept 2014 ₹ In Lacs
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		
	1,99,69,286 (Pr.Yr. 1,99,69,286) Equity Shares of ₹ 10/- each fully paid-up	1,996.93	1,996.93
	Total Share Capital	**1,996.93**	**1,996.93**

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

Particulars	31 Mar 2015		30 Sept 2014	
	Number	₹ In Lacs	Number	₹ In Lacs
Shares outstanding at the beginning of the period	1,99,69,286	1,996.93	1,73,79,286	1,737.93
Add: Shares allotted as fully paid up during the period	-	-	25,90,000	259.00
Shares outstanding at the end of the period	1,99,69,286	1,996.93	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 Holding Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing annual general meeting.

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 27th June, 2007, being the date of allotment of the warrants. Also refer Note 37.

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

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

Name of Shareholder	31 March 2015		30 September 2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kingsbury Investments Inc	30,24,000	15.14%	30,24,000	15.14%
Expert Chemicals (India) Pvt. Ltd.	67,54,730	33.83%	67,54,730	33.83%

As per records of the Holding 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 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.

3.6 Out of the above Equity Shares 5,67,000 (Pr. Yr. 5,67,000) shares are represented by 1,89,000 (Pr. Yr. 1,89,000) Global Depository Receipts.

3.7 During the previous period ended 30 September 2014, pursuant to the Corporate Debt Restructuring Scheme, the Holding Company had allotted 25,90,000 equity shares of ₹ 10/- each at the premium of ₹ 27.50 per equity share to Expert Chemicals (India) Private Limited on preferential basis .

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

		31 Mar 2015	30 Sept 2014
		₹ In Lacs	₹ In Lacs
4.	**Reserves & Surplus**		
	Capital Reserves	**683.41**	**683.41**
	Securities Premium Account		
	Balance as at beginning	4,103.02	3,489.16
	Add : Sacrifice by FCCB Holder Written Back	-	15.93
	Add : On allotment of equity shares	-	712.25
		4,103.02	4,217.34
	Less: Pro rata Premium on FCCB	-	114.32
	Balance as at the end	**4,103.02**	**4,103.02**
	Debenture Redemption Reserve	**412.25**	**412.25**
	Revaluation Reserve		
	Balance as at beginning	2,574.93	4,484.52
	Less: On Assets Discarded	12.67	-
	Less: Transferred to General Reserve (Refer Note 4.1)	121.25	-
	Less: Amortisation during the period (Refer Note 4.1)	-	1,909.59
	Balance as at the end	**2,441.01**	**2,574.93**
	General Reserve		
	Balance as at beginning	1,070.56	1,070.56
	Add: Transferred from Revaluation Reserve	121.25	-
		1,191.81	1,070.56
	Foreign Currency Translation Reserve	**(103.33)**	**(90.34)**
	Surplus(Deficit) in the Statement of Profit and Loss		
	Balance as at beginning	(29,922.15)	(17,151.20)
	Depreciation adjustment as per Schedule II to the Companies Act, 2013 (Refer Note 12.8)	(517.40)	-
	Profit (Loss) for the period	320.38	(12,770.95)
	Balance as at the end	**(30,119.17)**	**(29,922.15)**
	Total Reserves and Surplus	**(21,391.00)**	**(21,168.32)**

4.1 As per the Guidance Note on "Treatment on General Reserve on Revaluation of Fixed Assets" issued by the Institute of Chartered Accountants of India (ICAI), for the period ended 30 September 2014, the depreciation amounting to ₹ 1,909.59 Lacs on the revalued portion of fixed assets have been reduced from Revaluation Reserve and from Depreciation/ Amortisation Expense in the Statement of Profit & Loss. However, for the period ended 31 March 2015, as suggested in "The Application Guide on the Provisions of Schedule II to the Companies Act, 2013" issued by the ICAI, the depreciation amounting to ₹ 121.25 Lacs on the revalued portion of fixed assets, is withdrawn and transferred to General Reserve.

5.	**Long Term Borrowings**		
	Term Loans (Secured)		
	From Banks (Rupee)	24,730.46	25,370.14
	From Banks (Foreign Currency)	2,303.15	2,539.28
	Vehicle Loans (Secured)		
	From Others (Rupee)	14.41	25.12
		27,048.02	**27,934.54**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

5.1 **(a) For the period ended 31 March 2015:**

Term Loans of the Holding Company 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) Pvt. Ltd., Bravo Healthcare Ltd.,Wanbury Global FZE, Wanbury Holding BV, Kingsbury Investment Inc and Mr. K. Chandran, Director of the Holding Company.

(b) For the period ended 30 September 2014:

Term Loans of the Holding Company 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) Pvt. Ltd., Bravo Healthcare Ltd.,Wanbury Global FZE, Wanbury Holding BV, 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 period ended 31 March 2015:

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 30 September 2014:

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 Mar 2015**	**30 Sept 2014**
	₹ in Lacs	**₹ in Lacs**
Term Loan:		
Year of Repayment		
2015-16 (01.10.2015 to 31.03.2016)	-	1,180.53
2016-17	3,276.80	3,238.71
2017-18	6,082.96	5,986.76
2018-19	6,706.47	6,606.41
2019-20	6,874.41	6,799.72
2020-21	4,092.96	4,097.30
Vehicle Loan:		
Year of Repayment		
2015-16 (01.10.2015 to 31.03.2016)	-	14.83
2016-17	7.24	6.42
2017-18	4.97	3.87
2018-19	1.10	-
2019-20	1.10	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

		31 Mar 2015	30 Sept 2014
		₹ in Lacs	₹ in Lacs
6.	**Other Long Term Liabilities**		
	Dues Payable to FCCB 'B' Bond Holder (Refer Note 40)	705.09	930.43
	Dues Payable to FCCB 'A ' Bond Holder (Refer Note 40)	786.48	1,101.66
	Security Deposits	530.64	525.64
		2,022.21	**2,557.73**
7.	**Long Term Provisions**		
	Provision for employee benefits- (Refer Note 46)		
	Provision for Gratuity	398.49	321.19
	Provision for Leave Benefits	349.60	353.94
		748.09	**675.13**
8.	**Short Term Borrowings**		
	Working Capital Loans repayable on demand (Secured)		
	From Banks (Rupee)	7,262.21	6,956.32
	From Others (Foreign Currency)	373.49	119.69
	Buyers Credit Arrangement from Banks (Foreign Currency)	99.48	291.53
	(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, Wanbury Holding BV, Kingsbury Investments Inc and Mr. K. Chandran, Director of the Holding Company.)		
	(Factoring facilities of Holding Company are secured by first 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 due at anytime of its approved debtors and subservient charge on all present and future fixed asset and current assets of the Holding Company.)		
	Loan repayable on demand (Unsecured) (Refer Note 37)		
	From Banks (Rupee)	29.94	29.94
	From Others (Rupee)	20.31	20.31
		7,785.43	**7,417.79**
9.	**Trade Payables**		
	Micro, Small and Medium Enterprises (Refer Note 42)	64.33	44.10
	Others	10,841.46	9,325.23
		10,905.79	**9,369.33**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

		31 Mar 2015	30 Sept 2014
		₹ In Lacs	₹ In Lacs
10.	**Other Current Liabilities**		
	(Unsecured unless otherwise stated)		
	Current maturities of :		
	- Term Loan(Secured) (Refer Note 5.1 & 5.3)	3,214.85	3,469.94
	- Vehicle Loan (Secured) (Refer Note 5.2 & 5.3)	32.98	36.58
	Dues of FCCB Holders (Refer Note 40)	519.46	621.18
	Interest accrued but not due:		
	- On borrowings	193.58	193.46
	- On debentures (Secured) (Refer Note 10.1, 10.2 & 10.5)	325.66	285.31
	Interest accrued and due (Refer Note 10.3)		
	- On Secured Borrowings (Refer Note 5.1 & 5.3)	268.88	566.20
	- On Foreign Currency Convertible Bonds	47.52	46.25
	Advances from related party (Refer Note 49)	201.00	201.00
	(To be utilised for subscribing to equity share of the Holding Company in terms of CDR Scheme, Refer Note 38)		
	Unpaid Dividends	13.65	13.65
	(Amount transferable to Investor Education & Protection Fund when due except ₹ 6.53 Lacs which was due on 29 October 2014)		
	Unpaid Dues:		
	- Of FCCB Holders -(Refer Note 10.3 & 40)	509.35	457.67
	- Of Long Term Borrowings- Secured (Refer Note 10.3, 5.1 & 5.3)	1,158.09	1,366.36
	- Of Long Term Borrowings of erstwhile PPIL- Secured (Refer Note 10.4 & 10.5)	68.02	68.02
	- Of Matured Zero Coupon Non Convertible Redeemable Debentures (NCD) (Secured) (Refer Note 10.1 & 10.5)	152.67	152.67
	- Optionally Fully Convertible Debentures(OFCD) (Secured) (Refer Note 10.2 & 10.5)	581.99	581.99
	Other Payables:		
	- Payables for Fixed Assets	309.91	30.70
	- Statutory Dues Payable	560.54	585.00
	- Others	388.80	240.77
	(Includes Inland bills payable, stale cheques,dues of PPIL etc)		
		8,546.95	8,916.75

10.1 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 Company had redeemed Part A of ₹ 60 relating to 1,49,709 NCD's in the earlier years. NCD's amounting to ₹ 55.67 Lacs and ₹ 97 Lacs was due for repayment on 1 May 2009 and 1 May 2010 respectively. However, since the matter is under consideration of BIFR, the same will be paid as per the order of BIFR. Also Refer Note 37.

10.2 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 Lacs and ₹ 291 Lacs was due for repayment on 30 April 2010 and 30 April 2011 respectively. However, since the matter is under consideration of BIFR, the same will be paid as per the order of BIFR. Also Refer Note 37.

10.3 There is delay in repayment of

(i) term loan aggregating to ₹ 1,158.09 Lacs (Pr. Yr. ₹ 1,366.36 Lacs) ranging from 1 to 183 days (Pr.Yr. 1 day).

(ii) amount payable to FCCB Holders aggregating to ₹ 509.35 Lacs (Pr. Yr. ₹ 457.67 Lacs) ranging from 91 days to 1072 days (Pr.Yr. 1 to 1072 days).

(iii) interest on secured borrowings aggregating to ₹ 268.88 Lacs (Pr. Yr. ₹ 566.20 Lacs) ranging from 1 to 60 days (Pr. Yr. 1 to 93 days) in respect of dues to banks /financial institutions.

(iv) interest on FCCB aggregating to ₹ 47.52 Lacs (Pr. Yr. ₹ 46.25 Lacs) ranging from 1072 days to 1371 days (Pr. Yr. 890 to 1189 days).

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

10.5 The said dues were payable as per Merger Cum Revival Scheme approved by the BIFR vide its order dated 24 April, 2007. However, since the matter is under fresh consideration of BIFR, the same will be paid as per the order of BIFR. Also Refer Note 37.

		31 Mar 2015	30 Sept 2014
		₹ In Lacs	₹ In Lacs
11.	**Short Term Provisions**		
	Provision for employee benefits (Refer Note 46)		
	Provision for Gratuity	7.83	17.27
	Provision for Leave Benefits	25.60	29.93
	Bonus Provision	45.52	39.38
	Others		
	Provision for Income Tax (Net of Payment)	152.65	150.66
	Provision for Wealth Tax (Net of Payment)	5.81	1.97
		237.41	**239.21**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

12 FIXED ASSETS

12.1 Current Period ₹ In Lacs

	DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK
		01-Oct-14	Addition	Deduction/ Adjustment	31-Mar-15	01-Oct-14	for the Period	Transfer to Reserve (Refer Note 12.8)	Deduction/ Adjustment	31-Mar-15	31-Mar-15
A	**Tangible Asset**										
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	-	4,739.81
	Lease Hold Land	485.53	-	-	485.53	35.81	3.15	-	-	38.96	446.57
	Factory Building	3,956.59	-	0.33	3,956.25	1,005.38	81.93	-	0.09	1,087.23	2,869.03
	Plant & Machinery	18,545.38	21.11	81.49	18,485.00	10,568.79	227.99	288.38	68.95	11,016.21	7,468.80
	Furniture & Fixtures - Others	473.52	0.81	1.07	473.26	261.25	72.81	2.87	0.71	336.22	137.04
	Vehicles	344.73	5.66	-	350.39	152.75	24.85	1.15	-	178.75	171.63
	Office Equipments	441.96	5.77	0.27	447.45	208.65	13.88	141.59	0.17	363.96	83.49
	Electrical Installations	144.10	-	0.04	144.07	60.07	33.96	12.01	0.00	106.03	38.03
	Computers - Others	501.82	16.79	3.41	515.20	426.98	13.92	35.03	2.92	473.02	42.18
	Total	**29,633.44**	**50.14**	**86.61**	**29,596.97**	**12,719.68**	**472.50**	**481.03**	**72.84**	**13,600.37**	**15,996.58**
B	**Intangible Asset**										
	Brand (Setcal)	370.00	-	370.00	-	370.00	-	-	370.00	-	-
	Software	324.40	-	-	324.40	245.20	7.93	36.37	-	289.50	34.90
	Technical Knowhow	4.43	-	4.43	-	4.43	-	-	4.43	-	-
	Total	**698.83**	**-**	**374.43**	**324.40**	**619.63**	**7.93**	**36.37**	**374.43**	**289.50**	**34.90**
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**										1,851.62
	Total Fixed Assets (A+B+C+D)										**18,256.69**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH, 2015

12 FIXED ASSETS

12.2 Previous Period ₹ In Lacs

	DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK
		01.04.2013	Additions	Deduction/ Adjustment	30.09.2014	01.04.2013	for the period	Deduction/ Adjustment	30.09.2014	30.09.2014
A	**Tangible Assets**									
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	4,739.81
	Lease Hold Land	485.54	-	0.01	485.53	25.89	9.92	-	35.81	449.72
	Factory Building	3,937.26	19.33	-	3,956.59	775.98	229.43	0.03	1,005.38	2,951.21
	Plant & Machinery	16,868.53	1,676.92	0.07	18,545.38	6,818.81	3,750.06	0.08	10,568.79	7,976.59
	Furniture & Fixtures - Others	490.73	6.41	23.62	473.52	247.28	37.62	23.65	261.25	212.28
	Vehicles	539.92	8.19	203.38	344.73	246.90	66.31	160.46	152.75	191.98
	Office Equipments	484.53	57.57	100.14	441.96	283.20	25.56	100.11	208.65	233.31
	Electrical Installations	143.51	0.60	0.01	144.10	49.92	10.13	(0.02)	60.07	84.03
	Computers - Others	468.85	32.89	(0.08)	501.82	362.57	64.44	0.03	426.98	74.85
	Total	**28,158.68**	**1,801.91**	**327.15**	**29,633.44**	**8,810.55**	**4,193.47**	**284.34**	**12,719.68**	**16,913.78**
B	**Intangible Assets**									
	Brand (Setcal)	11,851.02	-	11,481.02	370.00	4,272.88	-	3,902.88	370.00	-
	Software	572.53	14.72	262.85	324.40	431.30	53.26	239.36	245.20	79.20
	Technical Knowhow	4.43	-	-	4.43	4.43	-	-	4.43	-
	Goodwill	18,076.25	-	18,076.25	-	3,186.08		3,186.08	-	-
	Total	**30,504.23**	**14.72**	**29,820.12**	**698.83**	**7,894.69**	**53.26**	**7,328.32**	**619.63**	**79.20**
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									1,296.09
	Total Fixed Assets (A+B+C+D)									**18,662.66**

Notes:

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

12.4 Capital Work-in-Progress includes Machinery under installation, Construction material purchases and other assets under errection. It includes ₹ 896.54 Lacs (Pr. Yr. ₹ 896.54 Lacs) of erstwhile PPIL. Also refer Note 37.

12.5 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. Also refer Note 37.

12.6 Gross block of fixed assets include ₹ 5,426.34 Lacs (₹ 5,426.34 Lacs) on account of revaluation of fixed assets carried out on 31 March 2010.

12.7 Depreciation/amortisation for the current period includes Depreciation/amortisation on revalued fixed assets aggregating to ₹ Nil (Pr. Yr. ₹ 1,909.59 Lacs) which in turn includes depreciation/amortisation pertaining to prior periods amounting to ₹ Nil (Pr. Yr. ₹ 1,094.68 Lacs).

12.8 Depreciation for the period ended 31 March 2015 has been aligned to meet the requirements of Schedule II of the Companies Act 2013 and accordingly an amount of ₹ 517.40 Lacs(net off deferred tax of ₹ Nil) in relation to assets where useful life has already expired as on 1 October 2014 has been charged to Retained Earnings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ In Lacs	30 Sept 2014 ₹ In Lacs
13.	**Non Current Investments**		
13.1	**Other Investments**		
	In Subsidiaries		
	Unquoted		
	Investment in Equity instruments- Cantabria Pharma S.L. (Refer Note 32(b))		
	1000 Shares of Euro 60 each	381.28	381.28
	In Other Entities		
	Unquoted		
	The Saraswat Co-op. Bank Ltd.(Refer Note 13.6)		
	706 Equity Shares of ₹ 10 each	0.07	0.07
	The Shamrao Vithal Co-op. Bank Ltd.(Refer Note 13.6)		
	100 Equity Shares of ₹ 25 each	0.03	0.03
	Bravo Healthcare Limited		
	12,71,250 Equity Shares of ₹ 10 each	53.40	53.40
	Quoted		
	Bank of India (Refer Note 13.6)		
	1,800 Equity Shares of ₹ 10 each	0.81	0.81
	Less: Provision for diminution in value of investments (Refer Note 13.5)	434.68	434.68
		0.91	**0.91**
13.2	Aggregate amount of quoted investments-Gross		
	- Cost	0.81	0.81
	- Market Value	3.52	4.17
13.3	Aggregate amount of unquoted investments (Cost/Book value)-Gross	434.78	434.78
13.4	Aggregate amount of provision for diminution in value of investments	434.68	434.68
13.5	Provision for diminution in value of investments for:		
	Bravo Healthcare Limited		
	12,71,250 Equity Shares of ₹ 10 each	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**
13.6	Pending transfer of shares in the name of the Holding Company		
14.	**Long Term Loans & Advances**		
	(Unsecured, considered good unless otherwise mentioned)		
	Capital Advances	232.67	33.85
	Security Deposits	388.43	387.67
	Loans and advances to related parties (Refer Note 49)		
	Considered Good	-	-
	Considered Doubtful	27,173.66	27,173.66
		27,173.66	27,173.66
	Less: Provision for doubtful advances	27,173.66	27,173.66
		-	-
	Mat Credit Entitlement	336.38	453.63
	Other Loans and Advances	3,733.04	3,909.77
	Less: Provision for Doubtful Loans & Advances	1,582.42	1,582.42
		2,150.62	2,327.35
		3,108.10	**3,202.50**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015	30 Sept 2014
		₹ In Lacs	₹ In Lacs
15.	**Other Non Current Assets**		
	Fixed Deposit with Bank (Under Lien) (With Original Maturity of more than 12 months)	92.59	68.93
	Interest Accrued on fixed deposit	6.33	3.70
		98.92	**72.63**
16.	**Inventories**		
	(As certified by the management)		
	Raw Materials and Packing Materials	1,027.89	817.21
	Work-in-Progress	656.13	981.40
	Finished Goods	721.75	836.83
	Stock-in-Trade	945.26	865.64
	Fuel	25.77	14.94
		3,376.80	**3,516.02**
	Above Includes in Transit:		
	Stock-in-Trade	-	7.99
17.	**Trade Receivables (Unsecured)**		
	- Over Six months from the date they are due for payment		
	Considered good	2,422.03	2,309.82
	Considered doubtful	425.30	900.30
	- Others from the date they are due for payment		
	Considered good	7,429.65	8,009.08
		10,276.98	11,219.20
	Less: Provision for doubtful trade receivables	425.30	900.30
		9,851.68	**10,318.90**
18.	**Cash and Bank Balances**		
18.1	**Cash & Cash Equivalents (As per AS -3)**		
	Cash on Hand	9.08	13.43
	Balances with Banks		
	In Current Account	565.40	77.23
	In EEFC Account	41.89	2.52
	Deposits having original Maturity upto three months	11.41	5.48
		627.78	98.66
18.2	**Other Bank Balances**		
	Earmarked balances with banks-Unpaid Dividend	13.65	13.65
	(Amount transferable to Investor Education & Protection Fund when due except ₹6.53 Lacs which was due on 29 October 2014)		
	Fixed Deposit with Bank (Under Lien)*	562.04	556.71
		575.69	570.36
		1,203.47	**669.02**
	* Includes deposits with original maturity of		
	- more than 3 months and upto 12 months	521.10	516.44
	- more than 12 months	40.94	40.27

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015 ₹ In Lacs	30 Sept 2014 ₹ In Lacs
19.	**Short-term Loans and Advances**		
	(Unsecured, Considered Good)		
	Advance to Employees		
	Considered Good*	436.01	960.81
	Considered Doubtful	20.62	52.21
		456.63	1,013.02
	Less: Provision for Doubtful Advances	20.62	52.21
		436.01	960.81
	Advance to Creditors	1,748.13	854.15
	Prepaid Expenses	68.02	134.62
	Export Benefit Receivable	213.46	143.03
	Balance with Statutory/Government Authorities		
	Balances with Excise Authorities	457.89	336.81
	VAT Receivable	691.33	685.71
		3,614.84	**3,115.13**
	*Includes excess remuneration receivable from Directors- ₹ 166.19 Lacs (Pr. Yr. ₹ 132.50 Lacs)		
20.	**Other Current Assets**		
	Interest Accrued on fixed deposit	14.97	10.12
	Other Interest Receivable	1,039.69	1,037.44
		1,054.66	**1,047.56**
21.	**Revenue From Operation**		
	Sale of products -Gross		
	Finished Goods	18,491.53	42,190.27
	Traded Goods	6,421.76	24,102.95
	Processing Charges	235.60	693.34
	Other Operating Revenue		
	Sale of Scrap	87.87	224.81
	Export Incentive	231.21	320.79
		25,467.97	**67,532.16**
22.	**Other Income**		
	Interest on Bank Deposits	28.21	100.00
	Interest on Income Tax Refund		-
	Other Interest	2.47	371.45
	Foreign Exchange Gain- Net	604.43	-
	Insurance Claim	12.37	47.96
	Amount written back (Sacrifice by FCCB Holders)	-	25.58
	Miscellaneous Income	0.64	3.76
	Write back on account of desubsidarization (Refer Note 32(b))	-	579.91
		648.12	**1,128.65**
23.	**Cost of Materials Consumed**		
	Raw Materials & Packing Materials		
	Opening Stock	817.21	874.99
	Add: Purchases	10,042.80	22,607.82
		10,860.01	23,482.81
	Less: Closing Stock	1,027.89	817.21
		9,832.12	**22,665.60**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

			31 Mar 2015	30 Sept 2014
			₹ In Lacs	₹ In Lacs
24.	**Purchase of Stock-in-Trade**			
	Purchase of Stock-in-Trade		1,812.56	7,476.17
			1,812.56	**7,476.17**
25.	**Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**			
	Inventories at the beginning of the period			
	- Finished Goods		836.83	384.50
	- Work-in-Progress		981.40	1,517.91
	- Stock-in-Trade		865.64	897.40
		(A)	2,683.87	2,799.81
	Inventories at the end of the period			
	- Finished Goods		721.75	836.83
	- Work-in-Progress		656.13	981.40
	- Stock-in-Trade		945.26	865.64
		(B)	2,323.14	2,683.87
	Net (Increase)/Decrease in Inventories - (A-B)		**360.73**	**115.94**
26.	**Employee Benefit Expense**			
	Salaries, Wages, Bonus and Allowances		3,586.57	10,250.61
	Contribution to Provident and Other Funds		264.64	648.14
	Staff Welfare Expenses		112.04	290.67
			3,963.25	**11,189.42**
27.	**Finance Cost**			
	Interest expense		1,731.34	4,704.67
	Applicable net (gain)loss on foreign currency transactions and translation		131.14	121.71
			1,862.48	**4,826.38**
28.	**Depreciation and amortization expense (Refer Note 12)**			
	Depreciation and amortization expense		480.42	4,246.75
	Less: Transferred from Revaluation Reserve		-	1,909.59
			480.42	**2,337.16**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

		31 Mar 2015	30 Sept 2014
		₹ In Lacs	₹ In Lacs
29.	**Other Expenses**		
	Advertisement & Sales Promotional Expenses	577.42	3,361.11
	Travelling & Conveyance	1,383.61	2,644.24
	Power & Fuel	1,005.47	2,807.46
	Legal & Professional Charges	581.06	1,244.84
	Breakages & Expiry	269.78	955.82
	Carriage Outward	691.76	1,590.46
	Commission on Sales	225.79	1,220.79
	Rates & Taxes	120.00	235.22
	Consumption of Stores,Spares & Consumables	207.78	574.45
	Rent	170.90	475.97
	Repairs to Plant & Machineries	257.10	606.38
	Repairs to Buildings	30.05	61.64
	Repairs- Others	86.35	219.45
	Provision for Doubtful Advances	11.00	1,592.59
	Provision for Doubtful Trade Receivables	30.49	562.01
	Amounts Written Off (Net)	237.82	822.57
	Insurance	50.25	104.30
	Loss on sale/discard of Fixed Assets-(Net)	1.08	39.12
	Excise Duty*	(75.25)	150.23
	Foreign Exchange Loss- Net	-	454.78
	Sales Tax & Service Tax	19.84	73.78
	Miscellaneous Expenses	998.73	2,521.02
		6,881.03	**22,318.23**
	*Net Impact of the excise duty provision on opening stock and closing of finished goods- debit (credit)	(73.61)	110.62
30.	**Exceptional Items (Refer Note 41)**		
	Provision for Doubtful Advances	-	8,817.37
	Provision for diminution in value of investments	-	53.40
		-	**8,870.77**
31.	**Earning Per Share:**		
	Profit/ (loss) after Tax - ₹ In Lacs	320.38	(12,770.95)
	Weighted Average Number of Equity Shares	1,99,69,286	1,93,73,775
	Nominal value of Equity Shares in ₹	10.00	10.00
	Basic & Diluted Earning /(Deficit) Per Share in ₹	1.60	(65.92)

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.

32. Consolidated Financial Statements present the consolidated accounts of Wanbury Limited ("the Holding Company") and the following Subsidiaries, (collectively referred as "the Wanbury Group") :

a)

Name of the Company	Country of Incorporation	% of voting power held as at 31 Mar 2015	% of beneficial ownership held as at 31 Mar 2015
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 October 2014 to 31 March 2015 and are incorporated in the consolidated financial statement. Financial statement and other financial information of aforesaid subsidiaries have been audited by other auditors.

b) For the preceding financial period:

Name of the Company	Country of Incorporation	% of voting power held as at 30 Sep 2014	% of beneficial ownership held as at 30 Sep 2014
Cantabria Pharma S. L. (Wholly owned subsidiary of Wanbury Holding B. V.)	Spain	100%	100%
Laboratories Wanbury S. L. (Wholly owned subsidiary of Cantabria Pharma S. L.)	Spain	100%	100%

Cantabria Pharma S.L. (CP) has 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. Consequently, Wanbury Holding BV, Netherland, the Holding Company, and Wanbury Limited, India, the ultimate holding Company ceases to have control effective from aforesaid date as required by AS - 21 "Consolidated Financial Statements". Due to the non availability of Consolidated Financial Statements of CP for the period 1 April 2013 to 26 February 2014, the same have not been incorporated in consolidated financial statement.

Further no statements of accounts for the period ending on 30 September 2014 have been received from the Receiver and hence, no effect has been given in the consolidated financial statements.

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 step down subsidiary Laboratories Wanbury S.L., Spain. Accordingly, effect of desubsidarization has been given in the consolidated financial statements and in respect of investment in and amounts recoverable from aforesaid subsidiaries have been fully provided for.

33. Commitments:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹113.67 Lacs (Pr. Yr. ₹154.06 Lacs).

b) Other Commitments - Non Cancellable operating leases (Refer Note 48).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

34. Contingent Liabilities:

Sr. No.	Particulars	31 Mar 2015 (₹ in Lacs)	30 Sept 2014 (₹ in Lacs)
a)	Disputed demands by Income Tax Authorities.	201.53	201.53
	Amount paid under protest and shown as advance.	59.01	59.01
b)	Disputed demands by Sales Tax Authorities.	3,342.22	3,299.27
	Amount paid under protest and shown as advance.	26.30	26.30
c)	Disputed demands by Service Tax Authorities.	724.93	724.93
	Amount paid under protest and shown as advance.	61.37	61.37
d)	Disputed demands by Excise Authorities.	85.06	85.06
e)	Disputed demands by National Pharmaceutical Pricing Authority (NPPA)	190.58	190.58
f)	Claims against the Company not acknowledged as debts.	1,560.70	1,531.35
g)	Custom duty on import under Advance License Scheme, pending fulfillment of Export obligation.	1,719.11	1,201.54

The Management considers the Service Tax, Excise Duty, Customs 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 above mentioned liabilities are dependent on decisions by relevant authorities of respective disputes.

35. 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 Lacs (Pr. Yr. USD 60 Lacs) [₹ 3,755.45 Lacs (Pr. Yr. ₹ 3,696.81 Lacs)] to acquire aforesaid preference shares. Further, State Bank of India, London vide its letter dated 11 July 2012, has demanded repayment of Euro 32.60 Lacs (Pr. Yr. Euro 32.60 Lacs) [₹ 2,200.84 Lacs (Pr. Yr. ₹ 2,549.52 Lacs)] 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.

36. The Wanbury Group operates solely in the pharmaceutical segment and hence no separate disclosure for segment wise information is required.

37. Erstwhile The Pharmaceutical Products of India Limited (PPIL) was merged with the Holding 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 has directed IDBI Bank, which has been appointed as 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 Holding Company has sought legal opinion and the Holding Company has been 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 Holding Company has maintained a status quo. However, all actions taken by the Holding Company pursuant to the sanctioned scheme shall remain 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.

As per BIFR Order dated 24 April 2007, statutory dues of erstwhile PPIL comprising of income tax ₹ 250.36 Lacs, profession tax ₹ 6.06 Lacs, customs duty ₹ 230.00 Lacs, sales tax ₹ 8.50 Lacs and excise duty ₹ 15.62 Lacs were required to be paid in six annual installments and the Holding Company has pursuant to the scheme, allotted Non Convertible Debentures (NCDs) of ₹ 242.50 Lacs and Optionally Fully Convertible Debentures (OFCDs) of ₹ 581.99 Lacs, to some of the lenders of erstwhile PPIL, out of which dues amounting to ₹ 152.67 Lacs and ₹ 581.99 Lacs in respect of NCDs & OFCDs respectively, remains payable at the period end. Since BIFR is considering the matter afresh, pending fresh directives from the BIFR, aforesaid dues have not been paid.

38. 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.

39. The Holding Company does not have a Chief Financial Officer required under Section 203 of the Companies Act, 2013 and the Holding Company is in process of identifying suitable candidate for the position of Chief Financial Officer.

40. a) The Holding Company had issued on 20 April 2007, 800 Nos. 1% Unsecured Foreign Currency Convertible A Bonds (**"A Bonds"**) and 700 Nos. 1% Unsecured Foreign Currency Convertible B Bonds (**"B Bonds"**) of face value of € 10,000 each maturing on 23 April 2012 and 17 December 2012 respectively.

    The **A Bonds** were convertible at the option of the holders of such bonds, unless previously redeemed or purchased and cancelled, into equity shares of face value of ₹ 10 each at a premium of ₹ 128.43, being conversion price of ₹ 138.43 at a fixed exchange rate of ₹ 57.22 to € 1 and such option being exercisable till 9 March 2012.

    The **B Bonds** were convertible at the option of the holders of such bonds, unless previously redeemed or purchased and cancelled, into equity shares of face value of ₹ 10 each at a premium of ₹ 128.43, being reset conversion price of ₹ 138.43 at a fixed exchange rate of ₹ 57.22 to € 1 and such option is exercisable till 5 November 2012.

    The Holding Company may, at the option of any holders of any Bonds, repurchase at the Early Redemptions Amount, together with accrued and unpaid interest.

    The A Bonds and the B Bonds are bearing interest @ 1 % p.a. payable semi annually and Yield to Maturity of 7.50 % p.a. compounded semi annually.

    b) The pro-rata premium payable on redemption, exchange gain/loss on premium payable and issue expenses is charged to Securities Premium Account.

    c) During the year ended on 31 March 2010, the Holding Company bought back and cancelled 424 Foreign Currency Convertible "A Bonds" of face value of € 10,000 each.

    d) During the period under review, the Holding Company has not received any application for conversion of FCCB into equity shares of the Holding Company. However till date, 5,29,085 fully paid equity shares of face value of ₹ 10/- each have been issued at a conversion price of ₹ 138.43 per equity share upon conversion of 128 Foreign Currency Convertible "A Bonds" of face value of € 10,000 each.

    e) 248 FCCB "A Bonds" have matured on 23 April 2012. The Holding Company has negotiated terms with the bond holders holding 218 bonds and have been accounted for accordingly. For the balance 30 FCCB "A Bonds", pending negotiation effect given in the financial statements are as per the terms at the time of issue of the bonds.

    f) 700 FCCB "B Bonds" have matured on 17 December 2012. Out of this, 556 bonds are repaid on 31 March 2014 and the Holding Company has negotiated terms with 144 Bondholder. Effects in the accounts have been given as per the terms of settlement with remaining bondholder.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

41. The Holding Company has invested ₹ 53.40 Lacs in equity shares of Bravo Healthcare Limited (BHL) and also given loan and advances aggregating to ₹ 7,598.04 Lacs in previous period. Net worth of BHL has been negative as per audited accounts for the year ended 31 March 2014. The Holding Company has also given loan and advances aggregating to ₹ 1,219.33 Lacs to Cantabria Pharma S. L.

    Further, Wanbury Holding B. V. has invested ₹ 381.28 Lacs in equity shares and also given profit participative loans aggregating to ₹ 18,356.29 Lacs to Cantabria Pharma S. L.

    In the preceding financial statements for the eighteen months period ended on 30 September 2014, provision was made for Diminution in value of investments aggregating to ₹ 5,230.38 Lacs and for Doubtful Advances aggregating to ₹ 18,945.94 Lacs and the same had been considered as Exceptional Items (Refer Note 30).

42. In Holding Company, disclosure of trade payable under current liabilities is based on the information available with the Holding Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act, 2006".

    Amount outstanding as on 31 March 2015 to Micro, Small and Medium Enterprises on account of principal amount aggregate to ₹ 64.33 Lacs (Pr. Yr. ₹ 44.10 Lacs) and interest due thereon is ₹ 4.19 Lacs (Pr. Yr. ₹ 8.31 Lacs) and interest paid during the period ₹ Nil (Pr. Yr. ₹ Nil). As per the terms/understanding with the parties, no interest is payable, hence no provision has been made for the aforesaid interest. (Refer Note 9).

43. The deferred tax assets / (liabilities) of the Holding Company arising out of timing differences comprise of the following major components:

(₹ in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Liabilities:		
Depreciation	1,086.93	1,349.88
Assets:		
43B Disallowance and other deferments	3,226.99	3,293.52
Unabsorbed Depreciation	654..43	632.45
Total Assets	3,881.42	3,925.97
Deferred Tax Assets Restricted to	1,086.93	1,349.88
Net Deferred Tax Assets (Liabilities)	Nil	Nil

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

44. **(a) Managerial Remunerations in case of Holding Company :**

(₹in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Salary & Allowances	Nil	20.00
Contribution of P.F. & Other Funds	2.61	7.84

Above excludes provision for the future liabilities in respect of retirement benefits, which are based on actuarial valuation done on overall basis. Excess remuneration of ₹ 19.37 Lacs pertaining to Financial Year ended 31 March 2012, ₹ 19.62 Lacs pertaining to Financial Year ended 31 March 2013 and ₹ 93.51 Lacs pertaining to Financial Period ended 30 September 2014 and ₹33.69 Lacs pertaining to Financial Period ended 31 March 2015 together aggregating to ₹ 166.19 Lacs, being recoverable from director, is shown under "Short Term Loans & Advances" (Refer Note 19).

(b) Sitting fees to Directors ₹ 3.98 Lacs (Pr. Yr. ₹ 8.52 Lacs).

45. **Details of Auditors Remuneration:**

(₹ in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Statutory Auditor		
Auditors' Remuneration		
- Audit Fees	5.75	17.25
- Certification & Other Matters	2.80	19.78
- Out of Pocket Expenses	0.13	0.14
Branch Auditors Remuneration		
- Branch Audit Fees	1.25	2.25
- Out of Pocket Expenses	0.42	2.09
Cost Auditors Remuneration :		
- Cost Audit Fees	0.63	1.97
- Out of Pocket Expenses	0.05	Nil

Note: Above figures are exclusive of service tax.

46. 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 period, the following amounts are recognised in the Account :

(₹ in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Provident Fund, Employee's Pension Scheme and MLWF	168.44	472.86
Employees State Insurance	16.16	53.82
Super Annuation Fund	1.77	4.57
TOTAL	**186.37**	**531.25**

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.

b) On the death in service:

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

Disclosures for defined benefit plans i.e. (Gratuity Funded Plan) based on actuarial reports as on 31 March 2015:

(₹ in Lacs)

	Particulars	31 Mar 2015	30 Sept 2014
a)	**Changes in Defined Benefit Obligation**		
	Opening defined benefit obligation	354.04	289.40
	Current service cost	48.06	112.02
	Interest cost	14.16	39.07
	Actuarial loss / (gain)	9.73	(66.89)
	Benefit (paid)	Nil	(19.56)
	Closing defined benefit obligation	425.99	354.04
b)	**Changes in Fair Value of Assets**		
	Opening fair value of plan assets	15.60	4.71
	Expected return on plan assets	0.79	1.16
	Actuarial gain / (loss)	(0.81)	0.98
	Contributions of employer	4.10	28.31
	Benefits (paid)	Nil	(19.56)
	Closing fair value of plan assets	19.68	15.60
c)	**Amount recognised in the Balance Sheet**		
	Present value of the obligations as at period end	425.99	354.04
	Fair value of the plan assets as at period end	19.68	15.60
	Net (asset) / liability recognised as at period end	406.31	338.44
d)	**Expenses recognised in the Statement of Profit and Loss Account**		
	Current service cost	48.06	112.02
	Interest on defined benefit obligation	14.16	39.07
	Expected return on plan assets	(0.79)	(1.16)
	Net actuarial loss / (gain) recognised in the current period	10.54	(67.87)
	Total expense	71.97	82.06
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.)	8.00%	9.00%
	Expected rate of return on plan assets (p.a.)	9.00%	8.50%
	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.

Leave Encashment:

The Holding 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, ₹ 375.19 Lacs (Pr. Yr. ₹ 383.86 Lacs) being liability as at the period-end for compensated absences as per actuarial valuation has been provided in the accounts.

47. During the period, 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 period-end are as under:

Currency	Buy or Sell	Cross Currency	Amount in US $	
			31 Mar 2015	30 Sept 2014
US $	Sell	INR	66.25 Lacs	105.00 Lacs

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 Lacs		₹ in Lacs	
		31 Mar 2015	30 Sept 2014	31 Mar 2015	30 Sept 2014
Amount Receivable	EURO	4.42	6.93	298.30	541.97
	USD	7.07	0.04	442.84	2.53
	GBP	0.04	0.07	3.44	7.47
Amount Payable	EURO	48.12	50.23	3,248.32	3,928.22
	USD	70.83	77.51	4,433.16	4,775.72
	GBP	0.05	0.05	4.66	5.05
	AED	0.12	Nil	2.04	Nil

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

The Wanbury Group has taken various residential /godowns / office premises (including furniture and fittings, therein as applicable) /cars under operating lease or leave and license agreements. These are generally cancellable and ranges from 11 months to 60 months under leave and license, or longer for other leases and are renewable by mutual consent on mutually agreeable terms. The Wanbury Group has given refundable interest free security deposits in accordance with the agreed terms. The lease payments of ₹ 170.90 Lacs (Pr. Yr. ₹ 475.97 Lacs) are recognised in the Statement of Profit and Loss under "Rent" under Note 29.

The future lease payments and payment profile of non cancellable operating leases are as under:

(₹ in Lacs)

Particulars	31 Mar 2015	30 Sept 2014
Not later than one year	17.02	Nil
Later than one year but not later than five years	Nil	Nil
Later than five years	Nil	Nil

49. Related Party Disclosure: (With whom the transactions have taken place during the period)

A. Relationship:

Category I: Major Shareholders:

- Expert Chemicals (India) Pvt. Ltd.

Category II: Subsidiary Companies

- Cantabria Pharma S. L. (Spain) (Refer Note 32 (b))

Category III: Key Management Personnel and their relatives:

- Mr. K. Chandran- Vice Chairman
- Mr. P. V. Pasupathy- President API
- Mr. Indranil Chakravartthy- President Formulation

Category IV: Others (Enterprise owned or significantly influenced by key management personnel or their relatives):

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

B. Transactions carried out with Related Parties: **(₹ In Lacs)**

Sr. No.	Transactions	Related Party Relation	31 Mar 2015	30 Sept 2014
1	**Advances Taken:**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	200.00
2	**Expenses Reimbursed from:**			
	Cantabria Pharma S. L.	II	Nil	58.42
	Bravo Healthcare Ltd.	IV	Nil	40.02
3	**Remuneration paid:**			
	Mr. K. Chandran	III	Nil	27.84
	Mr. P. V. Pasupathy*	III	133.59	69.49
	Mr. Indranil Chakravartthy	III	53.96	44.69
4	**Excess Remuneration to Director treated as Receivable (Refer Note 44)**			
	Mr. K. Chandran	III	33.69	93.51
5	**Information Technology Services taken:**			
	Wanbury Infotech Pvt. Ltd.	IV	140.20	302.81
6	**Preferential Share Allotment to:**			
	Expert Chemicals (India) Pvt. Ltd.	I	Nil	971.25
7	**Repayment of Loans & Advances given:**			
	Cantabria Pharma S. L.	II	Nil	4,505.00
8	**Provision for Doubtful Advances:**			
	Bravo Healthcare Ltd.	IV	Nil	7,598.04
	Cantabria Pharma S. L.	II	Nil	19,575.62
9	**Provision for Diminution in value of investments: Refer Note 13.5**			

C. Balances due from/to Related Parties: **(₹ in Lacs)**

Sr. No.	Particulars	Related Party Relation	31 Mar 2015	30 Sept 2014
1	**Loans and Advances Given:**			
	Bravo Healthcare Ltd.	IV	7,598.04	7,598.04
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
2	**Advances Taken:**			
	Expert Chemicals (India) Pvt. Ltd.	I	201.00	201.00
3	**Amount Payable:**			
	Wanbury Infotech Pvt. Ltd.	IV	113.82	34.81
4	**Excess Remuneration Receivable:**			
	Mr. K. Chandran	III	166.19	132.50
5	**For Investments and Diminution in value of investments: Refer Note 13**			

50. Net-worth of the Wanbury Group (the Holding Company & its Subsidiaries) as on 31 March 2015, 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, financial statements are prepared on a “going concern” basis.

51. The Current Financial Period is of six months, i.e. from 1 October 2014 to 31 March 2015, as compared to the previous financial period of eighteen months, i.e. from 1 April 2013 to 30 September 2014, and consequently, figures are strictly not comparable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2015

52. Additional information as required under Schedule III of the Companies Act, 2013, of the enterprise consolidated as subsidiaries:

Name of Enterprise	Net assets i.e. total assets minus total liabilities		Share in profit /(loss)	
	As % of consolidated net assets	₹ in Lacs	As % of consolidated profit /(loss)	₹ in Lacs
Wanbury Limited	(100.58%)	(16,824.72)	100.11%	320.76
Foreign Subsidiaries				
Wanbury Global FZE	0.01%	2.36	(0.10%)	(0.34)
Ningxia Wanbury Fine Chemicals Company Limited	0.07%	10.81	0.00%	0.00
Wanbury Holding B. V.	0.50%	83.73	(0.01%)	(0.04)
Total	**(100.00%)**	**(16,727.82)**	**100.00%**	**320.38**

53. Figures of previous year are regrouped/rearranged wherever necessary.

For and on behalf of the Board of Directors,

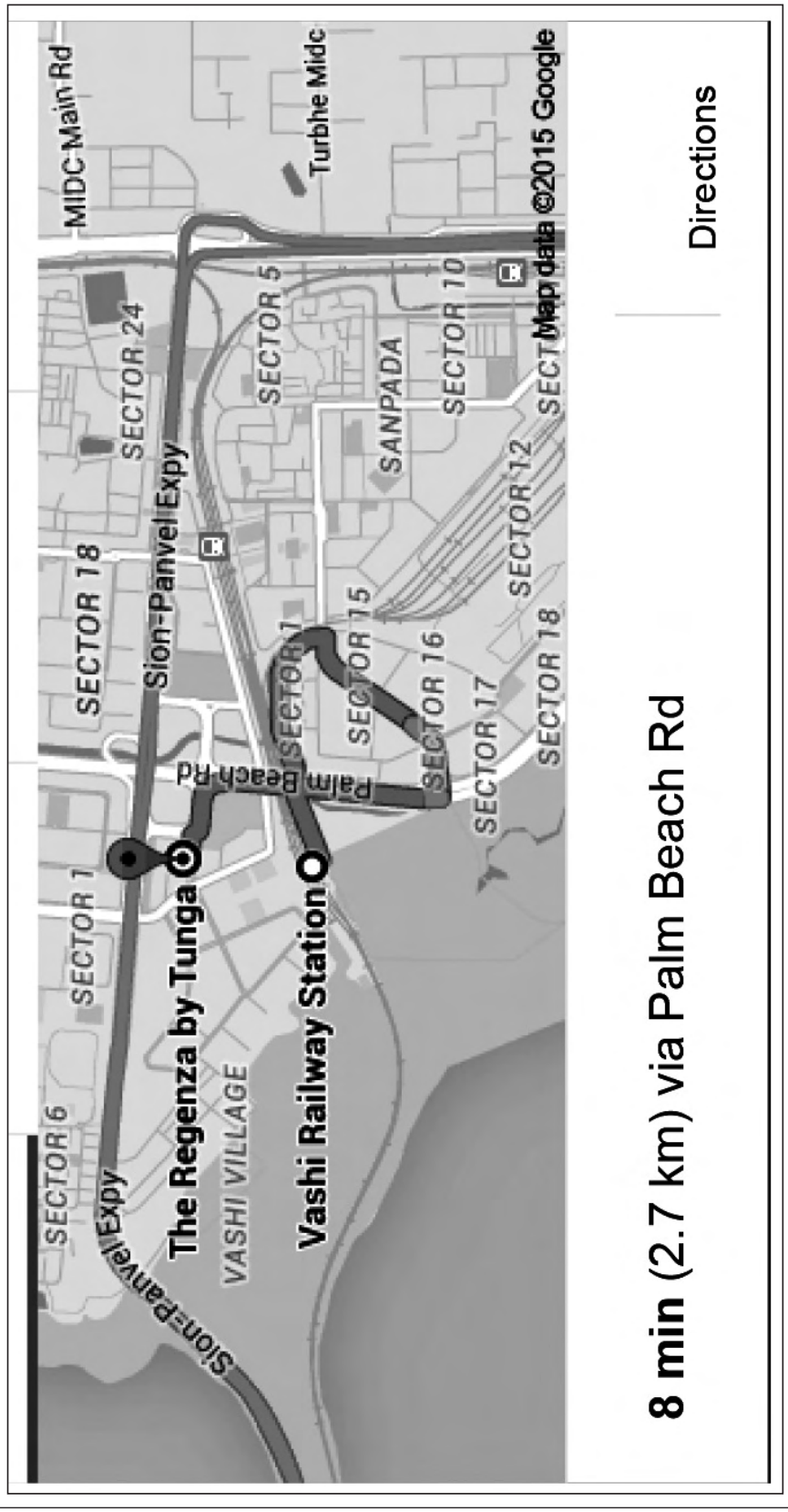
K. Chandran
Vice Chairman
(DIN: 00005868)

N. K. Puri
Director
(DIN: 00002226)

Jitendra J. Gandhi
Company Secretary

Mumbai, 21 May 2015

Route Map for 27th Annual General Meeting of Wanbury Limited to be held on 28 September, 2015 at 11:30 A.M. at Hotel Tunga Regency, 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 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 27th Annual General Meeting, to be held on **Monday, 28 September, 2015 at 11:30 A.M.** at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 705 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 Audited Standalone and Consolidated Financial Statements of the Company for the periond ended 31 March, 2015, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for Re-appointment of Mr. K. Chandran, Director of the Company liable to retire by rotation.		
3	Ordinary Resolutions: a) Appointment of M/s. Kapoor and Parekh Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company b) Appointment of M/s. Kolath & Co., Chartered Accountants, Chennai, as Branch Auditors of the Company		
4	Ordinary Resolution for Ratification of appointment and payment of remuneration to M/s. Hemant Shah & Associates, Cost Accountant as Cost Auditors of the Company.		
5	Special Resolution for revision in remuneration of Mr. K. Chandran, Whole Time Director of the Company.		
6	Ordinary Resolution for Re-appointment of Ms. Anita Belani as an Independent Director (Non-executive Director) of the Company.		

Signed this _____ day of _____ 2015.

AFFIX REVENUE STAMP

_____

Signature of Shareholder

_____

Signature of Proxyholder

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.

WANBURY
Towards Better Healthcare

Product Range

Formulations

APIs

- Metformin
- Glucosamine
- Methoxsalen
- Atenol
- Quetiapine
- Valacyclovir
- Mefenamic Acid
- Amitriptyline
- Tramadol
- Promethazine
- Paroxetine Hemihydrate
- Levetiracetam
- Sertraline
- Carvedilol
- Gabapentene
- Clopidogrel
- Diphenhydramine
- Pregabalin

WANBURY

Towards Better Healthcare

www.wanbury.com

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