

**Wanbury Limited**

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11 February, 2015

Ref No: WANBURY / SEC / 2015

To,
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

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

Sub: Outcome of the Board Meeting held on 11 February, 2015

Dear Sir / Madam,

This is with reference to the above mentioned subject; we would like to inform you that the Board of Directors of the Company at its meeting held on 11 February, 2014 has inter alia, approved the Unaudited Financial Results of the Company for the quarter ended 31 December, 2014.

As per the provision of Clause 41 of Listing Agreement, we are enclosing herewith the Unaudited Financial Results of the Company for the quarter ended 31 December, 2014 along with Limited Review Report for your record.

We request you take this information on your record & kindly acknowledge the same.

Yours Faithfully
For Wanbury Limited

A handwritten signature in black ink, appearing to be 'K. Chandran', written over a horizontal line.

K. Chandran
Vice Chairman

Wanbury Limited

Unaudited financial results for the quarter ended 31 December 2014

(Rs. in Lacs)

Sr. No.	Particulars	Quarter ended			18 months period ended
		31-Dec-14	30-Sep-14	31-Dec-13	30-Sep-14
		Unaudited	Audited	Unaudited	Audited
1	Income from Operations				
	(a) Net Sales /Income from operations (net of excise duty)	12,520.08	12,190.48	10,575.67	65,640.12
	(b) Other operating income	79.25	112.54	84.60	545.60
	Total income from operations (net)	12,599.33	12,303.02	10,660.27	66,185.72
2	Expenditure				
	(a) Cost of materials consumed	4,692.50	4,666.27	3,427.96	22,665.60
	(b) Purchase of stock-in-trade	980.89	1,429.98	1,089.31	7,476.17
	(c) Changes in inventories of finished goods, work-in-progress and stock in trade	108.64	(410.05)	353.57	115.94
	(d) Employee benefit expense	2,090.00	2,309.39	1,726.34	11,189.43
	(e) Depreciation and amortisation expense	212.22	407.15	372.54	2,337.03
	(f) Other expense	3,230.58	4,993.12	3,202.20	20,660.52
	Total expenses	11,314.83	13,395.86	10,171.92	64,444.69
3	Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	1,284.50	(1,092.84)	488.35	1,741.03
4	Other income	63.69	85.68	86.67	546.39
5	Profit/(Loss) from ordinary activities before finance costs & exceptional items (3+4)	1,348.19	(1,007.16)	575.02	2,287.42
6	Finance costs	947.66	906.23	439.94	4,826.37
7	Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	400.53	(1,913.39)	135.08	(2,538.95)
8	Exceptional items-Income(Expense)	-	(24,176.32)	-	(24,176.32)
9	Profit/(Loss) from ordinary activities before Tax (7-8)	400.53	(26,089.71)	135.08	(26,715.27)
10	Tax expense	58.62	58.62	41.91	285.66
11	Net Profit/(Loss) from ordinary activities after Tax (9-10)	341.91	(26,148.33)	93.17	(27,000.93)
12	Extraordinary items	-	-	-	-
13	Net Profit/(Loss) for the period (11-12)	341.91	(26,148.33)	93.17	(27,000.93)
14	Paid up Equity Share Capital (Face Value of Rs. 10 each)	1,996.93	1,996.93	1,996.93	1,996.93
15	Reserves excluding revaluation reserves as per the balance sheet of previous accounting period				(21,187.28)
16	Earning per share (EPS)- not annualised (in Rs.):				
	Basic and Diluted	1.71	(134.94)	0.66	(139.37)
A	Particulars of Shareholding				
1	Public Shareholding				
	Number of shares	1,01,90,556	1,01,90,556	1,01,90,556	1,01,90,556
	Percentage of shareholding	51.03%	51.03%	51.03%	51.03%
2	Promoters and promoter group shareholding				
	(a) Pledged /Encumbered				
	- Number of shares	67,50,973	67,50,973	8,25,742	67,50,973
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	69.04%	69.04%	8.44%	69.04%
	- Percentage of shares (as a % of the total share capital of the Company)	33.81%	33.81%	4.14%	33.81%
	(b) Non-encumbered				
	- Number of shares	30,27,757	30,27,757	89,52,988	30,27,757
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	30.96%	30.96%	91.56%	30.96%
	- Percentage of shares (as a % of the total share capital of the Company)	15.16%	15.16%	44.83%	15.16%
B	Investors Complaints	Quarter ended 31 December 2014			
1	Pending at the beginning of the quarter	Nil			
2	Received during the quarter	Nil			
3	Resolved during the quarter	Nil			
4	Remaining unresolved at the end of the quarter	Nil			



Notes :-

- 1) The above financial results have been reviewed by the Audit Committee and have been taken on record at the meeting of the Board of Directors of the Company held on 11 February 2015.
- 2) The Company has only one segment of activity namely "Pharmaceuticals".
- 3) 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 options are considered to be anti dilutive.
- 4) Erstwhile The Pharmaceutical Products of India Limited (PPIL) merged with the Company pursuant to the Scheme of Revival cum Merger (the Scheme) approved vide order dated 24 April 2007 by the Board for Industrial and Financial Reconstruction (BIFR) u/s 18 and other applicable provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) w.e.f. 1 April 2006, being the appointed date.

Subsequently in response to a suit filed by one of the unsecured creditors of erstwhile PPIL, challenging the Scheme, 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.

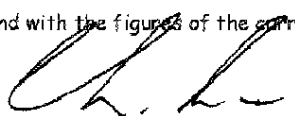
The matter is now under BIFR's reconsideration. BIFR has directed IDBI Bank, which is an Operating Agency, to prepare the Draft Rehabilitation Scheme. In the meanwhile, the Company has sought legal opinion and has been advised to maintain status quo ante with respect to the merger under the said Scheme 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.

- 5) 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 (Rs. 3,799.89 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 (Rs. 2,510.36 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.
- 6) 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. Hence, financial statements are prepared on a "going concern" basis.
- 7) In compliance of Companies Act, 2013, the Company has changed its financial year. Hence, current financial period will be from 1 October 2014 to 31 March 2015.
- 8) Exceptional item comprises of provision for permanent diminution in value of investments of Rs. 5,230.38 Lacs in all subsidiaries of the Company and Bravo Healthcare Limited, and provision for amount recoverable from the above entities amounting to Rs. 18,945.94 Lacs.
- 9) Depreciation for the quarter ended 31 December 2014 has been aligned to comply with the provisions of Schedule II of Companies Act, 2013 and accordingly an amount of Rs. 478.14 Lacs (net off tax Rs. Nil) in relation to assets where useful life has already expired on 1 October 2014, has been charged to the Retained Earnings.
- 10) Figures for the quarter ended 30 September 2014 are the balancing figures between audited figures for the financial period ended 30 September 2014 and year to date limited review figures for the fifteen months period ended 30 June 2014.
- 11) The figures for the previous periods have been regrouped, wherever necessary, to correspond with the figures of the current period.

Place : Mumbai

Date: 11 February 2015


K. Chandran
Vice Chairman





KAPOOR & PAREKH ASSOCIATES
CHARTERED ACCOUNTANTS

The Board of Directors

Wanbury Limited

BSEL Tech Park

B-Wing, 10th Floor, Sector-30A,

Opp. Vashi Railway Station,

Vashi, Navi Mumbai - 400 703

1. We have reviewed the accompanying statement of unaudited standalone financial results of **Wanbury Limited** ("the Company") for the quarter ended 31 December 2014 ("the Statement") except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' and undisputed investor complaints, which have been traced from disclosures made by the management and have not been reviewed/audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on 11 February 2015 and is based on the unaudited accounts of the Company for the period ended 31 December 2014. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Attention is invited to:
 - a) Note No. 4 of the accompanied Statement regarding inclusion of financials of erstwhile PPIL for the reasons stated therein; and
 - b) Note No. 6 of the accompanied Statement regarding accounts being prepared on "going concern" basis for the reasons stated therein.

Our report is not qualified in respect of these matters.





KAPOOR & PAREKH ASSOCIATES
CHARTERED ACCOUNTANTS

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards issued under the Companies (Accounting Standards) Rules, 2006 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 has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Kapoor & Parekh Associates
Chartered Accountants
ICAI FRN 104803W

Nikhil Patel

Partner

Membership No. 37032

Mumbai, 11 February 2015

