Wanbury Limited
Regd.Office : BSEL Tech Park, B-Wing
10th Floor, Sector-30A
Opp. Vashi Railway Station
Vashi, Navi Mumbai 400 703
Maharashtra, INDIA
Tel. : +91-22-6794 2222
Fax : +91-22-6794 2111/333
Website : www.wanbury.com

WANBURY

30th May, 2013
Ref No: WANBURY / SEC / 2013

To,
The Bombay Stock Exchange 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 Board Meeting

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 just concluded has inter alia, in addition to the Audited Financial Results of the Company for the financial year 2012-2013, approved the following:

(1) Appointment of Mr. S. K. Bhattacharyya, former Managing Director of State Bank of India as an Additional Director;

(2) Appointment of Mr. Manish Joshi in place of Mr. P. R. Dalal as Exim Bank nominee; and

(3) Resignation of Mr. Sundaresh Bhat as CFO of the Company

You are requested take this information on your record & kindly acknowledge the receipt of the same.

Yours Faithfully
For Wanbury Limited

Mangesh Bhosale
Vice President Finance & Company Secretary

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Mumbai - 400 051

Sub: Audited Financial Results of the Company for the financial year 2012-2013

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 just concluded, has inter alia, approved the Audited Financial Results of the Company for the financial year 2012-2013.

As per the provision of Clause 41 of Listing Agreement, we are enclosing herewith the Audited Financial Results of the Company for the financial year 2012-2013, for your record.

You are requested take this information on your record & kindly acknowledge the receipt of the same.

Yours Faithfully
For Wanbury Limited

Mangesh Bhosale
Vice President Finance & Company Secretary

Encl: The Audited Financial Results of the Company for the financial year 2012-2013.

Wanbury Limited

Audited financial results for the quarter and year ended 31st March, 2013

(Rs. in Lacs)

Sr. No	Particulars	Standalone					Consolidated	
		Quarter Ended			Accounting year ended		Accounting year ended	
		31/03/2013	31/12/2012	31/03/2012	31/03/2013	31/03/2012	31/03/2013	31/3/2012
		Audited	Unaudited		Audited		Audited	
1	Income from Operations							
(a)	Net Sales (Net of excise duty)	10,613.54	10,496.15	9,268.70	41,149.84	34,075.76	45,646.77	38,245.40
(b)	Other operating income	65.39	39.22	128.81	263.84	379.29	263.83	379.29
	Total Income from Operations	10,678.93	10,535.37	9,397.51	41,413.68	34,455.05	45,910.60	38,624.69
2	Expenditure							
(a)	Cost of materials consumed	3,831.33	4,018.99	4,617.30	16,300.38	13,469.28	16,300.37	13,565.46
(b)	Purchase of stock-in-trade	804.83	928.31	1,006.15	4,051.41	4,260.26	7,077.98	6,311.77
(c)	Change in inventories of finished goods, work-in-progress and stock in trade	718.41	352.30	(1,075.30)	744.46	(568.05)	1,634.70	(805.91)
(d)	Employee benefit expense	1,635.72	1,733.95	1,581.84	6,607.79	6,155.84	8,128.12	8,156.02
(e)	Depreciation and amortisation expense	380.40	386.35	234.07	1,478.02	943.13	2,258.92	1,699.38
(f)	Other expense	3,636.69	2,923.32	2,766.70	12,112.70	10,388.22	15,579.32	11,516.08
	Total expenses	11,007.38	10,343.42	9,130.76	41,294.76	34,648.68	51,379.41	40,442.80
3	Profit from Operations before other income, finance costs and exceptional items (1-2)	(328.45)	191.95	266.75	118.92	(193.63)	(5,468.81)	(1,818.11)
4	Other Income	184.17	2.60	274.76	454.91	1,082.41	484.32	1,393.58
5	Profit (Loss) before Interest & Exceptional Items (3+4)	(144.28)	194.55	541.51	573.83	888.78	(4,984.49)	(424.53)
6	Finance costs	703.13	1,014.28	597.46	3,106.99	3,285.68	3,725.54	4,248.11
7	Profit (Loss) after Interest but before Exceptional Items (5-6)	(847.40)	(819.73)	(55.95)	(2,533.16)	(2,396.90)	(8,710.03)	(4,672.64)
8	Exceptional Items-Income(Expense)	-	-	-	-	783.21	-	783.21
9	Profit(Loss) from Ordinary Activities before Tax (7-8)	(847.40)	(819.73)	(55.95)	(2,533.16)	(1,613.69)	(8,710.03)	(3,889.43)
10	Tax Expense	13.69	-	-	13.69	-	13.69	-
11	Net Profit(Loss) from Ordinary Activities after Tax (9-10)	(861.10)	(819.73)	(55.95)	(2,546.85)	(1,613.69)	(8,723.72)	(3,889.43)
12	Extraordinary Items	-	-	-	-	-	-	-
13	Net Profit(Loss) for the Period (11-12)	(861.10)	(819.73)	(55.95)	(2,546.85)	(1,613.69)	(8,723.72)	(3,889.43)
14	Paid up Equity Share Capital (face value of Rs. 10 each)	1,737.93	1,737.93	1,737.93	1,737.93	1,737.93	1,737.93	1,737.93
15	Reserves excluding Revaluation Reserves				5,199.79	7,343.59	(11,018.99)	-2,252.45
16	Earning Per Share (of Rs. 10/- each) (not annualised)Basic & Diluted in ':	(4.95)	(4.72)	(0.32)	(14.65)	(10.97)	(50.20)	(26.45)
A	Particulars of Shareholding							
	Public Shareholding							
	Number of shares	10,190,556	10,190,556	10,190,556	10,190,556	10,190,556	10,190,556	10,190,556
	Percentage of shareholding	58.64%	58.64%	58.64%	58.64%	58.64%	58.64%	58.64%
	Promoters and promoter group shareholding							
(a)	Pledged /Encumbered							
	- Number of shares	825,742	825,742	825,742	825,742	825,742	825,742	825,742
	- Percentage of shares (as a % of the total shareholding of promter and promoter group)	11.49%	11.49%	11.49%	11.49%	11.49%	11.49%	11.49%
	- Percentage of shares (as a % of the total share capital of the Company)	4.75%	4.75%	4.75%	4.75%	4.75%	4.75%	4.75%
(b)	Non-encumbered							
	- Number of shares	6,362,988	6,362,988	6,362,988	6,362,988	6,362,988	6,362,988	6,362,988
	- Percentage of shares (as a % of the total shareholding of promter and promoter group)	88.51%	88.51%	88.51%	88.51%	88.51%	88.51%	88.51%
	- Percentage of shares (as a % of the total share capital of the Company)	36.61%	36.61%	36.61%	36.61%	36.61%	36.61%	36.61%
B	Investors Complaints							
	Pending at the beginning of the quarter	Nil						
	Received during the quarter	Nil						
	Resolved during the quarter	Nil						
	Remaining unresolved at the end of the quarter	Nil						

Audited Statement of Assets and Liabilities		Standalone - as at		Consolidated - as at	
		31/3/2013	31/3/2012	31/3/2013	31/3/2012
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
(a)	Share Capital	1,737.93	1,737.93	1,737.93	1,737.93
(b)	Reserves and surplus	9,684.31	12,303.19	(6,534.47)	2,707.15
	Shareholders' funds	11,422.24	14,041.12	(4,796.54)	4,445.08
2	Minority Interest	-	-	2,666.24	2,666.24
3	Non-current liabilities				
(a)	Long-term borrowings	31,033.28	26,096.05	33,269.78	26,096.05
(b)	Other long term liabilities	2,929.79	525.64	2,929.79	525.64
(c)	Long term provisions	715.88	551.91	715.88	551.91
	Non-current liabities	34,678.95	27,173.60	36,915.45	27,173.60
4	Current liabilities				
(a)	Short-term borrowings	6,488.83	5,660.39	22,350.11	8,227.44
(b)	Trade Payables	6,339.30	6,014.62	8,731.90	8,291.62
(c)	Other current liabilities	8,430.83	13,442.64	10,294.97	29,176.13
(d)	Short term provisions	285.77	222.10	1,127.69	1,118.73
	Current liabilities	21,544.73	25,339.75	42,504.67	46,813.92
	TOTAL EQUITY AND LIABILITIES	67,645.93	66,554.47	77,289.82	81,098.84
B	ASSETS				
1	Non-current assets				
(a)	Fixed assets	21,927.53	22,332.61	44,835.46	45,619.96
(b)	Non-current investments	10,606.64	10,579.65	54.31	54.31
(c)	Long term loans and advances	16,788.82	16,006.50	13,403.21	12,714.27
(d)	Other non-current assets	0.86	1.24	0.87	1.24
	Non-current assets	49,323.85	48,920.00	58,293.85	58,389.78
2	Current assets				
(a)	Inventories	3,703.61	4,417.58	4,284.33	5,888.55
(b)	Trade receivables	8,360.36	7,967.65	8,544.78	11,365.80
(c)	Cash and cash equivalents	1,674.77	1,700.95	1,583.46	1,825.16
(d)	Short-term loans and advances	4,566.84	3,542.99	4,566.90	3,624.25
(e)	Other current assets	16.50	5.30	16.50	5.30
	Current assets	18,322.08	17,634.47	18,995.97	22,709.06
	TOTAL ASSETS	67,645.93	66,554.47	77,289.82	81,098.84

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 30 May 2013.

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 aforesaid 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) 248 FCCB 'A' Bonds have matured on 23 April 2012. The Company has renegotiated terms vide agreement dated 14 September 2012, with the Bondholder holding 200 bonds and have been accounted accordingly. For the balance 48 FCCB 'A' Bonds, pending renegotiation, effect given in the financial statements are as per the terms at the time of issue of the bonds. 700 FCCB 'B' Bonds have matured on 17 December 2012. Part of the bonds were converted into term loan from State Bank of India and the company has negotiated terms with balance bondholders. Effect in the accounts have been given as per sanction letter from State Bank of India and terms of settlement with the remaining bondholders.

6) The Company has equity investments of Rs. 3,907.71 Lacs in two wholly owned subsidiaries and other company and has amount recoverable of Rs.17,871.01 Lacs from them and step down subsidiary.The Company's involvement in the aforesaid entities being of strategic importance and for long term and the Company is contemplating steps for their revival, fund infusion etc. Hence, no provision is considered necessary by the Company at this stage in respect of its investments and amounts recoverable as stated above.
This was a subject matter of qualification in the audit report for the year ended 31 March 2012 and 31 March 2013 and Limited Review reports of all periods covered by the accompanying statements.

7) The Corporate Debt Restructuring (CDR) proposal of the 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, and upon steps taken/being taken to comply with the conditions of MRA, effect of CDR Scheme has been given in the financial statements as per the MRA and excess interest accounted for the period 1 October 2010 to 31 March 2011 amounting to Rs. 783.21 Lacs has been reversed during the year ended 31 March 2012 and shown as an exceptional item.

8) The Company has sought extention in moratorium for repayment of certain loans keeping Net Present Value unchanged, vide its letter dated 10 December, 2012.Pending approval of the same, the Company has provided interest as per the CDR scheme approved earlier and complied with CDR scheme except to the extent of modification sought as aforesaid.

9) 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. 3,263.40 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. 2,267.68 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 Gintabria 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.

10) IDBI Bank vide its letter dated 4 August 2012 has invoked guarantee of Wanbury Limited in respect of dues from Bravo Limited of Rs. 1,870.11 Lacs. Since Bravo Limited is in the process of one time settlement with IDBI out of sales proceeds of its assets, the Company does not expect any liability at this stage.

11) Creditors, debtors & advances are subject to confirmation, reconciliation and adjustments, if any.

This was a subject matter of qualification in the audit report for the year ended 31 March 2012 and 31 March 2013 and Limited Review reports of all periods covered by the accompanying statements.

12) Networth of the Group (Company and its subsidiaries), based on consolidated financial statements for the year ended on 31 March, 2013, is negative. The Company has initiated various measures, including restructuring of debts/business and infusion of funds etc. Consequently, operations of the Company will continue without interruption. Hence, financial statements are prepared on a "going concern" basis.

13) Figures pertaining to last quarter are balancing figures between audited figures in respect of full financial year and published year to date figures upto the end of third quarter of relevant financial years.

14) The figures for the previous periods have been regrouped, wherever necessary, to correspond with the figures of the current period.

Place : Mumbai
Date: 30 May 2013

K. Chandran
Vice Chairman