Wanbury Limited
Regd. Office : BSEL Tech Park, B-wing
10th Floor, Sector-30 A,
Opp. Vashi Railway Station,
Vashi Navi Mumbai 400 703
Maharashtra, INDIA
Tel. : +91-22-6794 2222
+91-22-7196 3222
Fax : +91-22-6794 2111/333
CIN L51900MH1988PLC048455
Email : info@wanbury.com
Website : www.wanbury.com

6th September, 2022

To, The Manager, Department of Corporate Services - Listing, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. **Scrip Code: 524212**	To, The Manager, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block -G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. **Symbol: WANBURY**

Dear Sir/Madam,

Sub.: Annual Report 2021-22 and Notice of the 34th Annual General Meeting of Wanbury Limited

The 34th Annual General Meeting ('AGM') of Wanbury Limited ('the Company') will be held on Wednesday, 28th September, 2022, at 11:30 AM through Video Conferencing / Other Audio Visual Means. Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode only to the Members of the Company.

The Annual Report containing the Notice is also available on the website of the Company at www.wanbury.com.

Please take the above on your records..

Thanking You,

Yours Truly,
For Wanbury Limited

JITENDRA
JAYANTILAL
GANDHI

Digitally signed by JITENDRA JAYANTILAL GANDHI
DN: c=IN, o=Personal,
2.5.4.20=265ffb5da821684560ea15e545a517df8af595a3473eca632336e7b57b06b286, postalCode=400092,
st=MAHARASHTRA,
serialNumber=dd7bf68d2d33b1a0b2c1c9ea066064ac87ac5fbfc7dbca1ff8702008cecc8cef, cn=JITENDRA JAYANTILAL GANDHI,
l=MUMBAI, pseudonym=5180f65cf38c46b8ac1f04b997ca3ef5,
email=JITENDRA.GANDHI@WANBURY.COM
Date: 2022.09.06 18:26:25 +05'30'

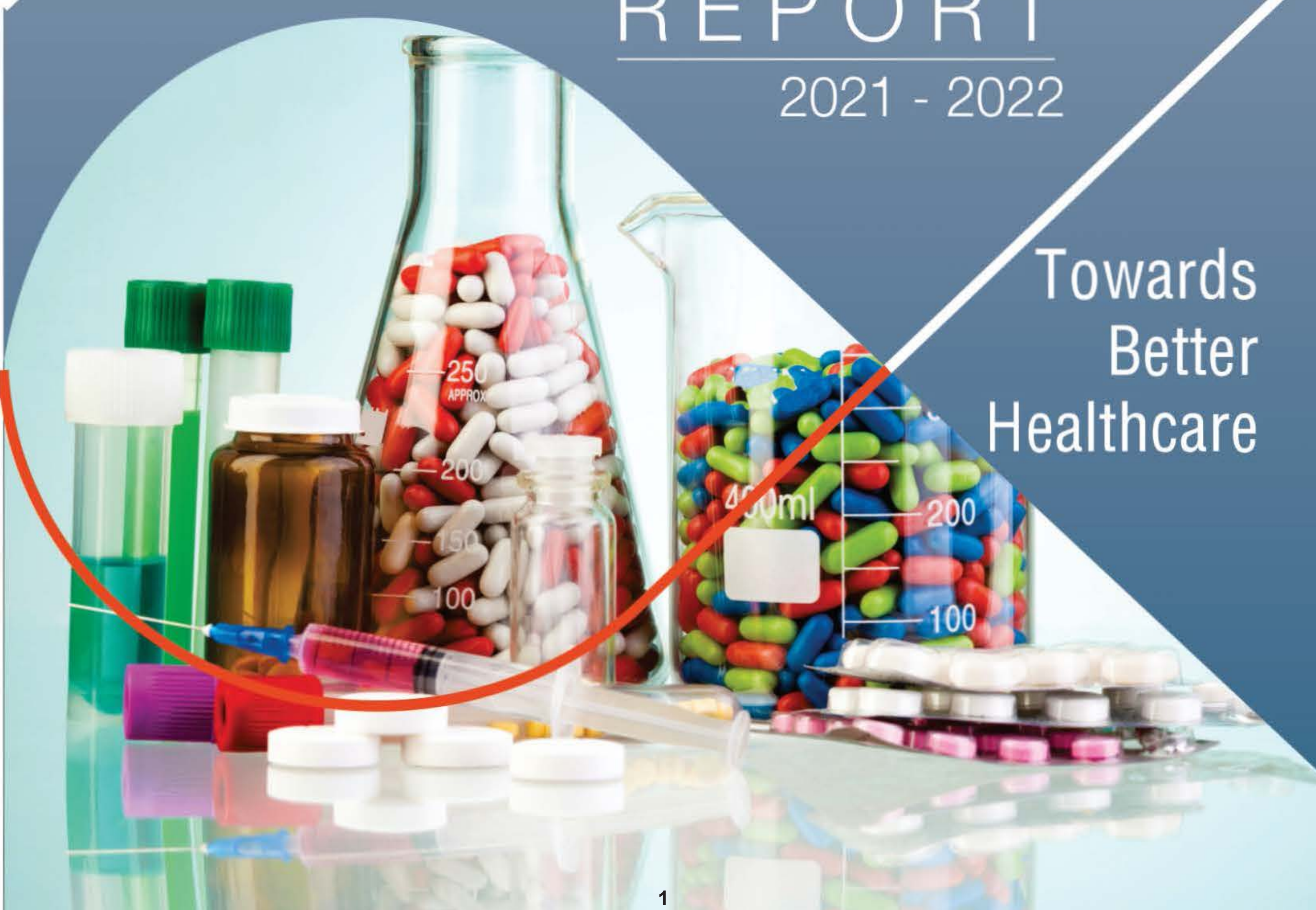
Jitendra J Gandhi
Company Secretary

Encl.: a/a.

WANBURY

ANNUAL REPORT

2021 - 2022



Towards Better Healthcare

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. K. Chandran	-	Vice Chairman & Wholetime Director
Mr. N. K. Puri	-	Non-Executive Independent Director
Ms. Pallavi Shedge	-	Non-Executive Independent Woman Director
Mr. Binod Chandra Maharana	-	Non-Executive Independent Director
Dr. Manisha Juvekar	-	Non-Executive Independent Director
Ms. Anupama Vaidya (Appointed w.e.f. 17.03.2022)	-	Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Vinod Verma

COMPANY SECRETARY

Mr. Jitendra J. Gandhi

REGISTERED & HEAD OFFICE

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

Plants at Patalganga, Tarapur (Maharashtra) and Tanuku (AP)

AUDITORS

M/s. V. Parekh & Associates
Chartered Accountants, Mumbai

BANKERS & FINANCIAL INSTITUTIONS

Axis Bank
Bank of India
Edelweiss Asset Reconstruction Co. Ltd.
EXIM Bank
IDBI Bank
Union Bank of India (erstwhile Andhra Bank)

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
Unit No. 9, Shiv Shakti Industrial Estate,
J . R. Boricha Marg Lower Parel (East)
Mumbai – 400 011. India
Telephone No.: +91-22-2301 2717/8261
E-mail: support@purvashare.com

CONTENTS...Page No.

NOTICE

Notice is hereby given that the **Thirty Fourth (34th)** Annual General Meeting of the Members of Wanbury Limited will be held on **Wednesday, 28th day of September, 2022** at 11:30 A.M. through **Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 along with the Reports of Board of Directors and Auditors thereon; and

   b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 along with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT, pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), M/s. V. Parekh & Associates, Chartered Accountants, (Firm Registration No. 107488W), Mumbai, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting, to audit the accounts of the Company for the Financial Year 2022-2023 to 2027-2028 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

   SPECIAL BUSINESS:

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

   To ratify the remuneration payable to M/s. GMVP & Associates, LLP, Cost Accountant, Mumbai, for conducting cost audit for the Financial Year 2022-2023.

   "RESOLVED THAT, pursuant to Section 148 (3) of the Companies Act, 2013 and Rule 6(2) of the Companies (Cost Records and Audit Rules) 2014 (including any amendments thereto or any statutory modification(s) or re-enactment (s) thereof for the time being in force), the remuneration payable to Mr. Vishesh N. Patani, (Membership No. 30328), of M/s. GMVP & Associates, LLP, Cost Accountant, Mumbai,, who were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2022-2023, amounting to ₹ 2,00,000/- (Rupees Two Lakhs only) plus re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified."

5. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **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, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 {including any statutory modification(s) or re-enactment thereof, for the time being in force}, and, as per recommendation of the Nomination & Remuneration Committee, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. K. Chandran (DIN: 00005868) as Wholetime Director of the Company for a period of three years with effect from 28th September, 2022 on such terms and conditions without any remuneration, 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 as it may deem fit and as may be acceptable to Mr. K. Chandran, Wholetime Director of the Company as per 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. 28th September, 2022 with liberty to either party to terminate the appointment on three months' notice in writing to the other.

   B. Remuneration: No remuneration is payable to Mr. K. Chandran as per Schedule V, Part II, read with Section 197 of the Companies Act, 2013 which says that if the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non - convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

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.

FURTHER RESOLVED 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.

FURTHER RESOLVED 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 Lenders wherever required.

FURTHER RESOLVED 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.

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

FURTHER RESOLVED THAT the Board of Directors ("Board")/Nomination and Remuneration Committee of Directors ("NRC") of the Company be and are 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 remuneration, performance linked incentive and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. K Chandran, WTD of the Company 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."

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

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: cs@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455
Mumbai, 22nd June, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as per **Item Nos. 4 & 5** herein above, is annexed hereto and forms part of this Notice. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.

2. Pursuant to Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020 and Circular No. 20/2020 dated 5 May 2020,Circular No. 02/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1 /CIR /P/ 2020/79 dated 12 May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/

CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company's website www.wanbury.com.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to cs@wanbury.com with a copy marked to helpdesk.evoting@cdslindia.com, at least 48 hours before the commencement of AGM.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 28th September, 2022. Members seeking to inspect such documents can send an email to cs@wanbury.com

6. The Register of Members and Share Transfer Books of the Company will remain closed from, **Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022** (both days inclusive) for the purpose of Annual General Meeting.

7. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote

8. The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's **Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Ind. Estate, J . R. Boricha Marg, Lower Parel (East), Mumbai - 400 011, Telephone No.: +91-22 – 2301 0771 / 4961 4132, E-mail:** support@purvashare.com in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.

9. 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.

10. 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.

11. Pursuant to Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the Financial Year 2009-2010 to Investor Education and Protection Fund ("the IEPF") established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company at www.wanbury.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

12. a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, transferred to the IEPF Authority, 3,38,865 shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

    b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link: http://iepf.gov.in/IEPFA/refund.html or contact to **Purva Sharegistry (India) Pvt. Ltd.,** for lodging claim for refund of shares and / or dividend from the IEPF Authority.

13. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

14. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.

15. Members holding shares in physical mode:

    a. are required to submit their Permanent Account Number (PAN) and Bank account details in letter enclosed to the Company / M/s. Link Intime (India) Pvt. Ltd, if not registered with the Company as mandated by SEBI.

    b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website at www.wanbury.com.

    c. are requested to register / update their e-mail address with the Company/ M/s. Link Intime (India) Pvt. Ltd for receiving all communications from the Company electronically.

16. Members holding shares in electronic mode:

    a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.

    b. are advised to contact their respective DPs for registering the nomination.

    c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

17. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company has provided remote e-voting facility to its shareholders in respect of all the business as per **Item Nos. 1 to 5** herein above.

18. **Process and manner for Members opting for Remote e-voting and e-voting during AGM are as under:**

    i. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

    ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

    iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

    iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

    v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

    vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.wanbury.com.The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

    vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on **Sunday, 25th September, 2022 at 09:00 A.M. and ends on Tuesday, 27th September, 2022 at 05:00 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 of **Wednesday, 21st September, 2022 (Record Date)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the CDSL e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com /SecureWeb / IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

(ii) Click on “Shareholders” module.

(iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Shareholders 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): • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(ix) Click on the EVSN for **Wanbury Limited**.

(x) 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.

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

(xii) 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.

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

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians - Remote Voting:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs@wanbury.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

a. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@wanbury.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@wanbury.com. These queries will be replied to by the company suitably by email.

h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

j. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

   If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43.

19. The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary (Membership No. 5976 & Certificate of Practice No. 5356) as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

20. The Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website, www.wanbury.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

ITEM NO 4: RATIFICATION OF THE REMUNERATION PAYABLE TO M/S. GMVP & ASSOCIATES, LLP, COST ACCOUNTANTS, MUMBAI, FOR CONDUCTING COST AUDIT FOR THE FINANCIAL YEAR 2022-2023.

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. GMVP & Associates, LLP, Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2023.

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

None of the Directors or Key Managerial Personnel of the Company or their relative(s) are in any way concerned or interested, financially or otherwise, in passing of this Resolution.

Accordingly, consent of the Members is sought and the Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of the accompanying notice for approval of the Shareholders.

ITEM NO. 5: RE-APPOINTMENT OF MR. K. CHANDRAN FOR A PERIOD OF 3 YEARS AS WHOLE-TIME DIRECTOR OF THE COMPANY.

The Members of the Company had approved the appointment of Mr. K. Chandran as Wholetime Director of the Company for a period of three years at their 31st Annual General Meeting held on 30th September, 2019. The term of appointment of Mr. K. Chandran as Whole-time Director is expires on 1st September, 2022.

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 22nd June, 2022, and on the recommendation of Nomination & Remuneration Committee had approved the re-appointment of Mr. K. Chandran as Whole-time Director of the Company w.e.f. 28th September, 2022 for a period of Three (3) years on such terms and conditions subject to the approval of Shareholders in General Meeting and Lenders. 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 PARAMETERS:**

(Amount ₹ in Lakhs)

Financial Parameters	2021-22	2020-21	2019-20	2018-19	2017-18
Total Income	51,269.36	39,492.15	36,859.44	40,070.04	45,031.08
Total Expenditure	50,793.35	40,732.72	38,656.43	42,568.63	48,267.57
Profit / (Loss) Before Tax	8,112.77	(1,240.57)	6,467.05	(2,498.59)	(3,236.49)
Profit / (Loss) After Tax	8,147.39	(1,260.57)	6,446.18	(2,484.93)	(3,198.73)
Rate of Dividend recommended/ declared	0%	0%	0%	0%	0%

(5) **Export Performance and net foreign exchange collaborations:**

(Amount ₹ in Lakhs)

Year	Foreign Exchange Earnings (Income)	Foreign Exchange Outgo (Expenditure)
2021 - 2022	29,491.26	10,505.20
2020 - 2021	22,716.04	5,049.71
2019 - 2020	18,356.99	3,222.87
2018 - 2019	17,217.73	6,088.40
2017 - 2018	12,796.79	3,244.99

(6) **Foreign investments or collaborators, if any:**

The Company has four foreign subsidiaries namely Wanbury Holdings B.V., Wanbury Global FZE, Cantabria Pharma S. L. and Ningxia Wanbury Fine Chemicals Company Limited. Kindly refer to the Note No. 41 in the notes to accounts (Consolidated Financial Statement) 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 64 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 2020 - 2021.

(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 Directors of the Company.

(4) **Remuneration proposed:** No remuneration is payable to Mr. K. Chandran as per Schedule V, Part II, read with Section 197 of the Companies Act, 2013 which says that if the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non - convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

(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)** – N.A.

(6) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. K. Chandran does not have any pecuniary relationship with the Company or relationship with any managerial personnel.

III. OTHER INFORMATION:

(1) Reason of loss or inadequate profits:

N.A.

(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 11%, 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.

Except Mr. K. Chandra and his relatives, none of the other Directors or Key Managerial Personnel or their relative(s) are in any way concerned or interested, financially or otherwise, in passing of this Resolution.

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

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: cs@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455
Mumbai, 22nd June, 2022

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

ANNEXURE TO NOTICE

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

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

ITEM NO. 2 & 5.

Name of the Director	**Mr. K. Chandran**
Date of Birth	**1st January, 1958**
DIN	**00005868**
Qualification	**Graduate**
Expertise in Specific Area	**Pharmaceutical Industry** **Mr. K. Chandran has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company.** **Mr. K. Chandran fulfills the eligibility criteria set out under part I of Schedule V to the Companies Act, 2013.**
Date of First Appointment on the Board of the Company	**23rd January, 2001**
No. of Shares held in the Company	**Nil**
Relationship with other Directors and Key Managerial Personnel	**N.A.**
No. of Board meetings attended during FY 2021-2022	**5**
Name of the other public limited companies in which Directorship held:	**Nil**
Membership of Committees (M- Member) (C- Chairman)	**Wanbury Limited:** **Audit Committee (M)** **Stakeholders Relationship Committee (M)**
Terms and conditions of appointment	**Whole-time director, liable to retire by rotation.**

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting herewith the 34th Annual Report of the business and operations alongwith Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022

FINANCIAL HIGHLIGHTS (STANDALONE):

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

(₹ in Lakhs)

PARTICULARS	2021-2022	2020-2021
Total Revenue from operations	**51,118.57**	39,251.75
Other Income	**150.79**	240.40
Total Income	**51,269.36**	39492.15
Total Expenses	**50,793.35**	40,732.72
Profit /(Loss) Before Exceptional Items & Tax	**476.01**	(1,240.57)
Exceptional Items – Gain on Sale of Brands	**7,636.76**	-
Profit /(Loss) Before Tax	**8,112.77**	(1,240.57)
Less: Tax including deferred Tax	**(34.62)**	20
Net Profit / (Loss) after tax	**8,147.39**	(1,260.57)

CONSOLIDATED ACCOUNTS:

The Consolidated Financial Statements of your Company for the Financial Year 2021–2022 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with Ind AS 110 -'Consolidated Financial Statements'. The Consolidated Financial Statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries and associate companies, as approved by the respective Board of Directors.

TRANSFER TO RESERVES:

During the year under review, no amount was transferred to general reserves.

OPERATIONAL REVIEW/AFFAIRS OF THE COMPANY & FUTURE OUTLOOK:

The Financial Highlights are as under:

The Total Income for the Financial Year under review was ₹ **51,118.57 Lakhs** as against ₹ 39,251.75 Lakhs in the previous year. The Total Expenses incurred in the current Financial Year was ₹ **50,793.35 Lakhs** as against ₹ 40,732.72 Lakhs in the previous year.

The Profits for the Financial Year under review was ₹ **8,147.39 Lakhs** as against a loss of ₹ 1,260.57 Lakhs in the previous Financial Year.

SHARE CAPITAL:

The paid up capital of the Company is ₹ 32,66,54,980/- The Company had issued 54,50,000 convertible warrants shares by way of preferential issue during the financial year 2021-2022.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

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

DIVIDEND:

As the networth of the Company is negative, the Board of Directors of the Company has not recommended any dividend for the Financial Year 2021-2022.

ANNUAL RETURN:

Pursuant to the provisions of Sections 134(3)(a) and 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2022, is placed on the website of the Company at http://www.wanbury.com/.

DEPOSITS:

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

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No.	Name of Directors	Category
1	Mr. K. Chandran	Promoter and Executive Director
2	Mr. N. K. Puri	Non-Executive Independent Director
3	Ms. Pallavi P. Shedge	Non-Executive Independent Woman Director
4	Mr. Binod Chandra Maharana **#**	Non-Executive Independent Director
5	Dr. Manisha Juvekar **$**	Non-Executive Independent Director
6	Ms. Anupama Vaidya*	Non-Executive Independent Director (w.e.f. 17.03.2022)

Mr. Binod Chandra Maharana (DIN - 07095774), was re-appointed as a Director in the capacity of Non-Executive Independent Director of the Company at the Extra-Ordinary General Meeting held on 17th March, 2022..

$ Dr, Manisha Juvekar (DIN - 09053979), was re-appointed as a Director in the capacity of Non-Executive Independent Director of the Company at the Extra-Ordinary General Meeting held on 17th March, 2022.

* Ms. Anupama Vaidya (DIN - 02713517)), was appointed as Director in the capacity of Non-Executive Independent Director of the Company at the Extra-Ordinary General Meeting held on 17th March, 2022.

Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana, Dr, Manisha Juvekar and Ms. Anupama Vaidya, are Independent Directors who are not liable to retire by rotation.

During the year under review, Mr. S. K. Bhttacharyya, Non-executive Independent Director passed away on 27th January, 2022. The Board places on records its deepest condolence on the sad demise of Mr. S. K. Bhattacharyya. The Board also places on record its sincere appreciation for the contribution made by him during his tenure as Independent Director.

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

In accordance with the provisions of Section 152 (6) of the Act and the Articles of Association of the Company, Mr. K. Chandran, Executive Director, who has been longest in the office, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The notice convening the AGM includes the proposal for re–appointment of Mr. K. Chandran, as an Executive Director.

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

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

Five (5) Board Meetings were held during the Financial Year 2021-2022. These meetings were held on 28th June 2021, 20th October, 2021, 25th November 2021, 8th February 2022, and 17th February, 2022.

DECLARATION BY INDEPENDENT DIRECTORS:

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

Further all the Independent Director are registered on Independent Director Database.

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.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

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

DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

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

The accounts of Cantabria Pharma S. L. is not available due to the Company is being into liquidation.

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

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

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

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

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE FINANCIAL YEAR END OF THE COMPANY TO WHICH FINANCIAL RESULTS RELATE AND THE DATE OF THIS REPORT:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

STATUTORY AUDITORS:

M/s. V. Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W), Mumbai was appointed as Statutory Auditors of the Company by the Members vide resolution dated 28th September, 2021, until the conclusion of the ensuing Annual General Meeting.

The re-appointment of Statutory Auditors for a term of 5 (Five) year from the conclusion of 34th (this) Annual General Meeting till the conclusion of 39th Annual General Meeting was recommended by the Audit Committee and the Board of Directors respectively in their meeting held on 22nd June, 2022 subject to the approval of the Members in the ensuing Annual General Meeting to be held on Wednesday, 28th September, 2022. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITOR'S REPORT:

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

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

COST AUDITOR:

Your Directors have appointed M/s. Manish Shukla & Associates, Cost Accountant, Mumbai as the Cost Auditor for the Financial Year 2021-2022. M/s. Manish Shukla & Associates, Cost Accountant, Mumbai will submit the Cost Audit Report alongwith necessary annexure to the Central Government (Ministry of Corporate Affairs) in the prescribed form within specified time and at the same time forward a copy of such report to your Company.

The Cost Audit Report for the Financial Year ended 31st March, 2021 which was due for filing upto 31st October, 2021 was filed with the Central Government (Ministry of Corporate Affairs) on 20th October, 2021.

The Board of Directors at its meeting held on 22nd June, 2022 has appointed M/s. GMVP & Associates, LLP, Cost Accountant, Mumbai as Cost Auditor of the Company for the Financial Year 2022-2023 in place of M/s. Manish Shukla & Associates .As required by Section 148 of the Act, necessary resolution has been included in the Notice convening the 34th Annual General Meeting, seeking approval by Members for the appointment & remuneration proposed to be paid to M/s. GMVP & Associates, LLP, Cost Accountant, Mumbai as Cost Auditor of the Company for the Financial Year 2022-2023.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS & INTERNAL AUDIT:

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

M/s. BDO India LLP, Mumbai, Internal Auditors of the Company, monitor and evaluate the efficacy and adequacy of internal control systems in the Company. Based on the report of the Internal Auditors, respective departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

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

SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary [FCS No.: 5976 and COP No.: 5356] to conduct the Secretarial Audit of the Company for the Financial Year ended on 31st March, 2022 (i.e. from 1st April, 2021 to 31st March, 2022). The Secretarial Audit Report in **Form MR-3** is annexed as **Annexure - III** to this report.

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

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

ii. *As per Regulation 17 of SEBI (LODR), Regulation, 2015, the Board Composition of top 2000 listed entities must comprise not less than six directors. The tenure of Mr. Binod Chandra Maharana and Dr. Manisha Juvekar as an Independent Director, expired on 05th February, 2022 and both were re-appointed at the Extra Ordinary General Meeting held on 7th March, 2022 as the Independent Director of the Company for a period one year. Thus for the period from 06th February, 2022 to 17th March, 2022 the Board Composition comprise of only three directors.*

iii. *As per Regulation 33 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter, however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th June, 2021 and 30th September, 2021 and the Company had paid the penalty to BSE and National Stock Exchange for the said delays.*

Management Response to the aforesaid observations verbatim are as under:

i. *The share certificate aggregating 30,24,000 Equity Shares held by M/s. Kingsbury Investment INC. (Promoter Group Company) of Wanbury Limited. These shares held by them are in physical mode. The Company is undertaking necessary steps to dematerialize these shares.*

ii. *The Company has paid Penalty aggregating to ₹ 1,45,000/- to the BSE Limited on 21st September, 2021 and NSE Limited on 21st September, 2021 respectively for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30th June, 2021 .*

iii. *The Company has paid Penalty aggregating to ₹. 50,000/- to BSE Limited on 20th December, 2021 and NSE Limited 20th December, 2021 respectively .for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30th September, 2021.*

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Provisions of Section 135 of the Companies Act 2013 relating to 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 Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the year under review, Four (4) meetings of the Audit Committee were held on 28th June 2021, 20th October 2021, 25th November 2021 and 8th February 2022 along with the Board Meetings.

Following are the Members of the Audit Committee:

Sr. No.	Name of Directors	Designation	Category
1	Mr. N. K. Puri	Chairperson/Member	I & NED
2	Ms. Pallavi P. Shedge	Member	I & NED
3	Mr. K. Chandran	Member	P & WTD
4	Mr. Binod Chandra Maharana	Member	I & NED
5	Dr. Manisha Juvekar	Member	I & NED
6	Ms. Anupama Vaidya	Member	I & NED

The details pertaining to the Broad terms and conditions of the Audit Committee are included given in Corporate Governance Report, which form part of this report

NOMINATION AND REMUNERATION COMMITTEE:

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

Following are the Members of the Nomination and Remuneration Committee:

Sr. No.	Name of Directors	Designation	Category
1	Mr. N. K. Puri	Member	I & NED
2	Ms. Pallavi P. Shedge	Chairperson/Member	I & NED
3	Mr. K. Chandran	Member	P & WTD
4	Mr. Binod Chandra Maharana	Member	I & NED
5	Dr. Manisha Juvekar	Member	I & NED
6	Ms. Anupama Vaidya	Member	I & NED

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

STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

Following are the Members of the Stakeholder Relationship Committee:

Sr. No.	Name of Directors	Designation	Category
1	Mr. N. K. Puri	Chairperson/Member	I & NED
2	Ms. Pallavi P. Shedge	Member	I & NED
3	Mr. K. Chandran	Member	P & WTD
4	Mr. Binod Chandra Maharana	Member	I & NED
5	Dr. Manisha Juvekar	Member	I & NED
6	Ms. Anupama Vaidya	Member	I & NED

RISK MANAGEMENT COMMITTEE:

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

Following are the members of the Risk Management Committee:

Sr. No.	Name of Directors	Designation	Category
1	Mr. N. K. Puri	Chairperson/Member	I & NED
2	Ms. Pallavi P. Shedge	Member	I & NED
3	Mr. K. Chandran	Member	P & WTD
4	Mr. Binod Chandra Maharana	Member	I & NED
5	Dr, Manisha Juvekar	Member	I & NED
6	Ms. Anupama Vaidya	Member	I & NED

CORPORATE GOVERNANCE:

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

PARTICULARS OF EMPLOYEES:

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

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten names and other particulars of employees also form part of this report. However, this information is not sent along with this report pursuant to the proviso to Section 136(1) of the Act. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary/Compliance Officer at the Registered office address of the Company and the same will be furnished on request.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

Nil.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

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

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

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

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

The Company has not received any sexual harassment complaint during the Financial Year under review.

EMPLOYEE STOCK OPTION SCHEME:

The Company has instituted Employee Stock Option Scheme 2016 ("Wanbury ESOP 2016") which was approved by the shareholders vide their resolution dated 29th September, 2016 to reward eligible employees. Pursuant to the said scheme and on the recommendation of the Nomination and Remuneration Committee, the Board had granted 7,10,000 options to employees. During the year ended 31st March, 2022, 35,000 options were allotted. 30,000 options are outstanding as on 31st March, 2022.

The information required to be disclosed in terms of the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 is enclosed as **Annexure-V** to this report.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meeting' respectively, have been duly followed by the Company.

UNCLAIMED DIVIDEND & SHARES

Pursuant to the applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of the seven years. Further, according to the Rules, the shares on which the dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividend of ₹ 4,14,937/- for the Financial Year 2009-10.

Further, 3,38,865 corresponding shares were transferred as per the requirement of the IEPF Rules. The details are available on the website, at www.wanbury.com/PaidUnpaidDividends.

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

As required by Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given as **Annexure - VI** forming part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

i. in the preparation of the annual accounts for the Financial Year ended on 31st March, 2022 the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii. the accounting policies had been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year ended on 31st March, 2022 and of the profit and loss of the Company for that year;

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

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

v. internal financial controls, to be followed by the Company, have been laid down and these controls are adequate and were operating effectively; and the Company has devised proper systems which are in place to ensure compliance with the provisions of all applicable laws which are considered adequate and are operating effectively.

GREEN INITIATIVE:

Your Company has adopted green initiative to minimize the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those members whose email addresses are available with the Company. Your Company appeals other Members also to register themselves for receiving Annual Report in electronic form.

ACKNOWLEDGEMENTS:

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

For and on behalf of the Board of Directors

	K. Chandran	**Pallavi Shedge**
Mumbai, 22nd June, 2022	**Vice Chairman**	**Director**
	DIN: 00005868	**DIN: 08356412**

ANNEXURE – I
FORM AOC-1

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

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

Part-"A": Subsidiaries

(Amount ₹ in Lakhs)

Sr. No.	Particulars			
1	Name of the Subsidiary	**Wanbury Holding B.V. (Netherland)**	**Wanbury Global FZE (UAE)**	**Ningxia Wanbury Fine Chemicals Co. Ltd. (China)**
2	The date since when subsidiary was acquired	-	-	-
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	1st April, 2021 to 31st March, 2022	1st April, 2021 to 31st March, 2022	1st April, 2021 to 31st March, 2022
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	EUR 1 EUR= ₹ 85.75	AED 1 AED= ₹ 19.93	CNY 1 CNY= ₹ 11.16
5	Share Capital	3,849.02	1,322.68	5.29
6	Reserves & Surplus	(16,414.86)	(1,320.01)	(129.51)
7	Total Assets	153.79	3.87	0
8	Total Liabilities	153.79	3.87	0
9	Investments	0	0	0
10	Turnover	0	0	0
11	Profit before taxation	0	0	0
12	Provision for taxation	0	0	0
13	Profit after taxation	0	0	0
14	Proposed Dividend	NIL	NIL	NIL
15	% of shareholding	100	100	100

Notes:

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

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

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

Name of Associate/ Joint Venture	Not Applicable
1. Latest audited balance Sheet Date	
2. Date on which the Associate or Joint Venture was associated or acquired	
3. No. Shares of Associate / Joint Ventures held by the Company on the year end	
- Amount of Investment in Associate/ Joint Venture	
- Extend of Holding %	
4. Description of how there is significant influence	
5. Reason why the associate/ joint venture is not consolidated	
6. Net-worth attributable to Shareholding as per latest audited Balance Sheet	
7. 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

Pallavi Shedge
Director
DIN: 08356412

Mumbai, 22nd June, 2022

ANNEXURE - II

FORM AOC-2

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

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

1.	Details of contracts or arrangements or transactions not at arm's length basis.	**Not Applicable**
	a. Name (s) of the related party and nature of relationship.	
	b. Nature of contract / arrangement/ transaction.	
	c. Duration of the contract / arrangement or transaction including the value, if any.	
	d. Salient terms of the contracts or arrangements or transactions including the value, if any.	
	e. Justification for entering into such contracts or arrangement or transaction.	
	f. Date(s) of approval by the Board.	
	g. Amount paid as advance, if any.	
	h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	
2.	Details of material contracts or arrangements or transactions at arm's length basis.	
	a. Name (s) of the related party and nature of relationship.	M/s. Wanbury Infotech Private Limited
	b. Nature of contract / arrangement/ transaction.	Services provided
	c. Duration of the contract / arrangement or transaction including the value, if any.	12 Months (i.e. from 1st April, 2021 to 31st March, 2022)
	d. Salient terms of the contracts or arrangements or transactions including the value, if any.	₹ 2.50 Crores
	e. Date(s) of approval by the Board, if any.	28.06.2021
	f. Amount paid as advance, if any.	Nil

For and on behalf of the Board of Directors

	K. Chandran	**Pallavi Shedge**
Mumbai, 22nd June, 2022	**Vice Chairman**	**Director**
	DIN: 00005868	**DIN: 08356412**

ANNEXURE – III

FORM NO. - MR- 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

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

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Wanbury Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing 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 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 financial year ended on 31st March, 2022 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 **Wanbury Limited** for the financial year ended on 31st March, 2022 according to the provisions of:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(vi) Other laws specificallyapplicableto the Company, namely:

   1. The Companies Act 2013 and Rules Made there under.
   2. Maintenance of records relating to shares.
   3. Securities Contracts (Regulations) Act, 1956.
   4. Industries (Development & Regulations) Act, 1951.
   5. Indian Customs Act, 1962.
   6. Shops and Establishment Act, 1948.
   7. Income Tax Act, 1961.
   8. Payment of Gratuity Act, 1972.

9. Payment of Wages Act, 1936.
10. Employees State Insurance Act, 1948.
11. Provident Fund Act, 1952 & Family Pension Act, 1971
12. Payment of Bonus Act, 1965.
13. Workmen's Compensation Act, 1923.
14. Minimum Wages Act, 1948.
15. The Factories Act, 1948.
16. Industrial Disputes Act, 1947.
17. The Contract Labour (Regulation & Abolition) Act, 1970.
18. Personnel Injuries (Compensation) Act, 1963.
19. Public Liability Insurance Act, 1991.
20. The Apprentices Act, 1961.
21. Equal Remuneration Act, 1976.
22. Employment Exchanges (compulsory vacation of notices) Act, 1959.
23. Maternity Benefit Act, 1961.
24. Industrial Employment (Standing orders) Act, 1946.
25. Environment (Protection) Act, 1986.
26. The Information Technology Act, 2000.
27. The Depositories Act, 1996.
28. The IRDA Act, 1999.
29. The Competition Act, 2002.
30. Consumer Protection Act, 1986.
31. Right to Information Act, 2005.
32. Emblems and Names (Prevention of Improper Use) Act, 1950.
33. The Trade Marks Act, 1999.
34. The Patents Act, 1970.
35. The Indian Copyright Act, 1957.
36. Pharmacy Act, 1948.
37. Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974.
38. Essential Commodities Act, 1955.
39. Food Safety and Standards Act, 2006.
40. The Central Goods And Services Tax Act, 2017
41. Maharashtra Goods and Services Tax Act, 2017
42. The Boiler Act, 1923
43. The Maharashtra Fire Prevention & Life Safety measures Act, 2006
44. The Air (Prevention and Control of Pollution) Act, 1981
45. The Narcotic Drugs and Psychotropic Substances Act, 1985
46. The Andhra Pradesh Fire Services Act, 1999
47. The Water (Prevention and Control of Pollution) Cess Act, 1977
48. Drugs & Cosmetics Act, 1940
49. Drugs (Prices Control) Order ,1995

50. Homoeopathy Central Council Act, 1973
51. Petroleum Act, 1934
52. Poisons Act, 1919
53. Food Safety and Standards Act, 2006
54. Insecticides Act, 1968
55. Bombay Provincial Municipal Corporations Act, 1949
56. Trade Union Act, 1926
57. Foreign Trade (Development and Regulation) Act, 1951
58. Industrial Relations Act, 1967
59. Prevention of Money Laundering Act, 2002

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

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

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

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

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

ii. *As per Regulation 17 of SEBI (LODR), Regulation, 2015, the Board Composition of top 2000 listed entities must comprise not less than six directors. The tenure of Mr. Binod Chandra Maharana and Dr. Manisha Juvekar as an Independent Director, expired on 05th February, 2022 and both were re-appointed at the Extra Ordinary General Meeting held on 17th March, 2022 as the Independent Director of the Company for a period one year. Thus for the period from 06th February, 2022 to 17th March, 2022 the Board Composition comprise of only three directors.*

iii. *As per Regulation 33 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to approve their quarterly un-audited/audited Financial Statements within 45 days from end of each quarter, however the Company had delayed in holding Board Meeting for approving Financial Statements for the quarter ended 30th June, 2021 and 30th September, 2021 and the Company had paid the penalty to BSE and National Stock Exchange for the said delays.*

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. During the year, Mr. Binod Chandra Maharana and Dr. Manisha Juvekar were re-appointed for a period of one year as Non-executive Independent Director of the Company and Ms. Anupama Vaidya was appointed for a period of one year as Non-executive Independent Director of the Company. Further Mr. Sanjay Kumar Bhattacharyya ceased to be the Non-executive Independent Director due to his death.

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

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.

Kala Agarwal
Practising Company Secretary
C P No.: 5356
UDIN: F005976D000351596

Place: Mumbai
Date: 20th May, 2022

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

‘ANNEXURE - A’

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

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I 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. My 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.

Kala Agarwal
Practising Company Secretary
C P No.: 5356
UDIN: F005976D000351596

Place: Mumbai
Date: 20th May, 2022

ANNEXURE - IV

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

(i) The ratio of remuneration of Managing Director to the median remuneration of the employees of the Company for the Financial Year ended on 31st March, 2022 was Nil as no remuneration is paid to Wholetime director.

The Non-Executive Directors received the sitting fees from the Company for attending each Board and Committee Meeting of Directors.

(ii) The percentage increase in remuneration of the Chief Financial Officer and the Company Secretary in the Financial Year 2021-2022 was 12 % and 16 % respectively.

(iii) The percentage increase in the median remuneration of employees in the Financial Year 2021-2022 was 8%.

(iv) The number of permanent employees on the rolls of Company were 1384.

(v) Average percentage increase made in the salaries of all the employees other than managerial personnel in the previous Financial Year i.e. 2021-2022 was 8% whereas the percentage increase in the Managerial Remuneration for the same Financial Year was **Nil**.

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

For and on behalf of the Board of Directors

K. Chandran
Vice Chairman
DIN: 00005868

Pallavi Shedge
Director
DIN: 08356412

Mumbai, 22nd June, 2022

ANNEXURE -V
ESOP DISCLOSURES

DISCLOSURES IN COMPLIANCE WITH REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND RULE 12 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 ARE SET OUT BELOW:

Employee Stock Option Scheme:

Sr. No.	Description	Details / No. of Options
1	Options granted	7,10,000
2	Options vested	35,000
3	Options exercised	35,000
4	Total number of shares arising as result of exercise of options	35,000
5	Options lapsed during the year	Nil
6	The Exercise price	₹ 10/-
7	Variation of terms of options	No variation during the year
8	Money realized by exercise of options	₹ 3,50,000
9	Total number of options in force: Employee-wise details of options granted to: i) Senior Managerial Personnel	7,80,000 Mr. Vinod Verma – CFO Mr. Balaji Vasudevan - Sr. VP, Marketing - API Mr. Gunjan Singh – CEO, API Mr. Navin Kapil – API Mr. Ashish Mohan – API Mr. B. Sureshkumar – CEO, Formulation
	ii) Any other employees to whom options granted amounting to 5% or more, of the total options granted during the year	-
	iii) Employees to whom options equal to or exceeding 1% of the issued capital have been granted during the year	-

For and on behalf of the Board of Directors

K. Chandran
Vice Chairman
DIN: 00005868

Pallavi Shedge
Director
DIN: 08356412

Mumbai, 22nd June, 2022

ANNEXURE - VI

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

A) **CONSERVATION OF ENERGY**

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

1) Replaced old damaged charcoalizer reactor with new reactor to reduce steam loss & cooling loss, useful to reduce the time cycle on which downtime reduced by 90% along with cooling & steam loss controlled.
2) Replacement of R-39 agitator with new one, which was rotating oblong & damaging the mechanical seal frequently, after agitator replacement 2 Lacs /Year saving accounted.
3) New ML storage 5 KL PP/FRP tank replaced with new tank as old tank was leaking heavily. It also consist FRP lining work & solvent loss, net saving 1 Lacs/Year.
4) CT-01, 02, 04 & 05 fills replacement & nozzles cleaning done for Better cooling effect, which reduced cooling tower temperature by 03 degree centigrade.
5) Re-boiler 14 no's tie rod replaced, 12" SS316 SCH40 methanol column continuous leaking piece changed with new one. Net saving approx 3.6 Lacs/Year.
6) Plant utility IR & CP air compressor servicing done for better performance, suitable air pressure & power consumption, Net saving approx-1 Lacs/Year.
7) Steam boiler mechanical dust collector 06 no's cone with vanes replaced to trap the ash particles, which saved boiler chimney cleaning frequency along with boiler performance, Net saving 50000 INR/Year.
8) Boiler ID fan casing & blower was damaged, which caused lower induced pressure & heat circulation, for that new efficient ID fan 9720 CMH blower installed.
9) Boiler smoke tubes replaced with new one as found frequent failures in boiler.
10) Various 25 NB, 40 NB existing ball valve (Steam and Steam Trap) replaced with globe valve for proper steam distribution and load stability.
11) 750 Kva transformer yearly oil filtration done.
12) 500 Kva DG set B check done with replacement of oil filter, Air filter, Diesel filter engine Oil for better performance of generator.
13) A block methanol column we arranged sub cooler condenser for vapor loss solvent collected per day 500 liters methanol
14) Utilities some lines +5 and -10 main lines damaged areas insulation work completed cooling efficiency increase
15) Damaged air lines changed reduce the air compressor running hours 3 hours save 50HP
16) Added capacitor banks for power factor improvement.
17) Cooling fans arranged to panels to reduce the heating in the panels so that life of equipment increases.
18) UPS systems arranged for lighting circuits in the blocks.
19) Drinking RO rejected water line diverted to gardening.
20) In chilling plant +5 two old damaged compressors are combined to one compressor and running given to plant.
21) At solvent tank yard MMA (mono methyl amine) FRP tank vents are connected to heat exchanger for MMA escaped gas collection purpose.
22) At solvent tank yard solvent tank vents are connected to heat exchangers for collection of mixed solvents.
23) Damaged Nitrogen lines changed in plant area to reduce the nitrogen compressor running hours 2 hours save 50HP.

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

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

(iii) The capital investment on energy conservation equipments;

₹ 7 Lakhs.

B) TECHNOLOGY ABSORPTION

(i) the efforts made towards technology absorption;

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

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

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

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

(iv) the expenditure incurred on Research and Development

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(₹ in Lakhs)

Particulars	For the year ended on 31.03.2022	For the year ended on 31.03.2021
INCOME:		
Foreign Exchange earned by the Company:		
FOB Value of Exports	**28084.73**	22,008.47
Freight, Insurance etc.	**1406.53**	707.37
TOTAL INCOME	**29491.26**	22,718.04
EXPENDITURE:		
CIF Value of Imports:		
Raw Materials [Including High Seas purchases]	**10291.52**	4880.50
Capital Goods	**4.01**	0.00
Interest	**4.27**	27.91
Commission expense	**166.35**	105.68
Other Expenses (including traveling and business promotion)	**39.05**	35.62
TOTAL EXPENDITURE	**10505.20**	5,049.71

For and on behalf of the Board of Directors

Mumbai, 22nd June, 2022

K. Chandran
Vice Chairman
DIN: 00005868

Pallavi Shedge
Director
DIN: 08356412

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

GLOBAL INDUSTRY OVERVIEW

The world economy was beginning to regain its vitality during the most part of this financial year, having emerged from multiple macro challenges recently. The US-China trade war and Brexit conflict continued, and the automobile slowdown caused a demand contraction in related sectors. However, a new unforeseen challenge in the form of the Coronavirus Pandemic (COVID 19 Pandemic) disrupted the socio-economic equilibrium, marking a turning point in world economic history.

Global spending on medicines crossed US$ 1.3 Trillion in 2020; and is projected to grow at a compound annual growth rate (CAGR) of 3 - 6% in the next five years, reaching over US$ 1.6 Trillion by 2025.

Growth in the global pharmaceutical market will continue to be led by the US and pharmerging markets. While new product launches, especially specialty products, will be the key growth catalyst in developed markets, pharmerging market expansion will be driven by multiple factors. These factors comprise improving per capita income, increasing healthcare awareness, ageing population and rising incidence of chronic ailments. The product mix in the developed world will continue to shift towards specialty and orphan products. Emerging technologies are enabling healthcare providers to innovate

The Indian pharmaceutical industry is also expected to grow with the world and become pivotal as a global pharmaceutical provider. As per industry estimates, India’s pharmaceutical industry is expected to reach USD 55 billion by 2020, and by 2025 it would grow to USD 100 billion.

Industry Outlook:

The industry outlook remains positive given the following:

- Increasing Per Capita Income
- Growing penetration of Health insurance
- Government thrust on improving penetration of modern medicines into rural areas and accelerating access of pharmaceutical products to the poor and low-income sections of the population.
- Increased incidence of chronic ailments.
- Changing lifestyle and consumption patterns.
- Improving healthcare awareness.

Company Overview:

(A) Active Pharmaceutical Ingredients (API) Business:

APIs are chemicals and biologically active elements of drugs with a direct impact on cure, mitigation, treatment and prevention of diseases. The worldwide API market is likely to exceed US$ 248 Billion by 2025 – a 5.8% CAGR for the forecast period from 2020 to 2025.

Wanbury is one of leading global producer of key APIs such as Metformin and Sertraline. Both these API have a large consumer base and have a long-term proven efficacy. Metformin is the first line of treatment for ~~type-1~~ type 2 diabetes and Sertraline is an anti-depressant.

The API division of Wanbury, in FY 2021 registered growth of 24% with revenue at ` 349 Crore. The raw material supply situation with respect to Metformin reached a level of stability due to supply arrangements with trading companies. Sertraline continues to do well with significant increase in order book position. New long- term business has been developed for supplies to South America markets resulting in significant increase in sales volume. The Company therefore has expanded capacity of Sertraline by 50% which became operational by end of March 2021. The company has plans to further increase the capacity by about 40% in due course of time. Tramadol is going through a degrowth phase, however we continue to identify pockets of opportunity in the product. Among the forthcoming launches, Dextromethorphan API which is used as a cough suppressant, is slated to be commercialised in FY 2022.

Some of the key initiatives for the API business would be as follows:

- Expanding the product portfolio in order to de-risk the dependency on key molecules. A robust product selection process and effective program management is being implemented to increase the filings of new DMFs and diversify the product basket.
- De-risking the supply chain dependency, including those from China, through domestic alternate source development.
- Implementing backward integration for supply security as well as cost optimization.
- Exploring opportunities of expanding its existing and new products into newer markets

(B) Domestic Formulations Business:

Domestic Formulation registered Annual Sales of ₹ 61.30 Crs. which is 90% of the target. Business for the same period registered a growth of 53% which was much ahead of Pharma industry growth.

Other highlights:-

1. PCPM moved from ₹ 1.38 lakh (2020-2021) to ₹ 2.05 lakh (2021-2022).
2. EBIDTA achieved ₹ 3.10 Crs. (Previous years were negative).
3. Coriminic Brand Achieved 120% growth value of ₹ 22 Crs.

Some of the Key Initiative:-

1. Strict Monitoring of Field Activities.
2. Field work of at all levels including HO level.
3. Review Meeting regularly.
4. Brand Building exercise initiated. (Selected Coriminic, Chymonase, Senasof, Zeva, Rabiplus for active promotion)
5. Performance Enhancement programme initiated for low yielding HQs.
6. Reward & Recognition programme initiated.
7. Internal promotion for good performance.
8. Focus on Procurement helped to reduce the cost.
9. Distribution SOPs in place helped to rationalised cost & expiry.
10. New Launches to strengthen the portfolio (Stalia & Adtrol XT)

(C) Margin Improvement Initiatives:

We have identified various avenues of margin improvement like cost reduction, Yield improvement, better product realisation. The Company merged its R & D Centre at Mahape & Tanuku last year and is now fully functional.

(D) Human Resource (HR) Initiatives at Wanbury:

The Wanbury family consists of over 1,000 members spread across various geographic locations and functions. We as an HR showed a strategic and coherent approach in managing the talent and put an endeavour in employing people and developing their capacities, utilizing and maintaining their services. We define a set of key people who support the overall business strategy and keep them engaged and motivated. HR policies and practices are benchmarked continuously with the best in the industry.

(E) 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 one of the largest manufacturer of Metformin in the world with over 10% market share. Sertraline is seeing high demand and growth especially in international markets.

The Covid 19 pandemic situation has started adversely impacting costs of inputs and raw materials. We are keeping a close watch on how the situation would evolve while the world deals with this global crisis. In the Formulations Business, the Company has mitigated this risk to a very large extent by diversifying its product portfolio and launching new value added products. 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.

Regulatory:

Manufacturing of pharmaceutical products is highly 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. Your Company is operating in a state of compliance as required by the Regulatory Agencies. US FDA inspection was announced in February for Tanuku site but was postponed till further notice by authorities due to COVID 19 Pandemic situation. The site is ready for inspection should an announcement be made.

Going Concern

The Company has initiated various measures, including restructuring of debts/business and infusion of funds etc. As part of overall debt resolution plan, the Company has signed Asset Transfer Agreement for sale of specified brands. The same has been concluded on 7th February 2020 and brands and allied assets in agreement, have been transferred. Consequently, gain of ₹ 8,264.04 Lakhs has been recognised on sale of brands and presented under exceptional items in the statement of profit and loss. The sale proceeds have been utilized towards repayment of debt as part of debt resolution plan. Consequently, in the opinion of the management, operations of the Company will continue without interruption in spite of negative net worth. Hence, financial statements are prepared on a "going concern" basis.

Foreign Exchange Fluctuations:

As the share of exports to total sales made by your Company is considerable, same is partly hedge through natural hedging via raw material imports. Further management exercise close monitoring of currency fluctuations.

(F) Financial Review:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios.

The detailed financial & operational performance is provided on page no. 65.

(G) 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

Mumbai, 22nd June, 2022

K. Chandran
Vice Chairman
DIN: 00005868

Pallavi Shedge
Director
DIN: 08356412

CORPORATE GOVERNANCE REPORT

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

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

The Company is fully compliant with all the mandatory provisions of Regulation 72 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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 as on 31 March 2022 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	Chair-person
Mr. K. Chandran	P &WTD	64	Nil	2	Nil
Mr. N. K. Puri	I & NED	79	Nil	Nil	2
Ms. Pallavi P. Shedge	I & NED	44	Nil	2	Nil
Mr. Binod Chandra Maharana $	I & NED	59	1	2	Nil
Dr. Manisha Juvekar $	I & NED	46	Nil	2	Nil
Mr. S. K. Bhattacharya @	I & NED	70	NA	NA	NA
Ms. Anupama Vaidya ##	I & NED	51	1	2	Nil

* Excluding Directorship in private limited and foreign companies.

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

includes only Audit Committee & Stakeholders Relationship Committee.

$ Mr. Binod Chandra Maharana and Dr. Manisha Juvekar, whose term expired on 05 February 2022 have been reappointed as Non-Executive Independent Director w.e.f 17 March 2022 by the Board of Directors at their meeting held on 17 February 2022 for a term of one year.

@ Mr. S. K. Bhattacharya ceased to be Director w.e.f. 27 January 2022 due to death.

Ms. Anupama Vaidya has been appointed as Non-Executive Independent Director by the Board of Directors w.e.f. 17 March 2022 at their meeting held on 17 February 2022 for a term of one year.

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

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Directors in more than seven listed companies. Further the Chairman/Whole-time Director of the Company does not serve as an Independent Director of any listed entities.

Names of the Listed /public limited entities where the person is a Director and the category of Directorship as on 31 March 2022:

Sr. No.	Name of Directors	Other Directorship	Category of other Entities Directorship
1	Mr. K. Chandran	Nil	Nil
2	Mr. N. K. Puri	Nil	Nil
3	Ms. Pallavi P. Shedge	Nil	Nil
4	Mr. Binod Chandra Maharana	Secmark Consultancy Ltd.	Director
5	Dr. Manisha Juvekar	Nil	Nil
6	Ms. Anupama Vaidya	Platinumone Business Services Ltd.	Director

None of the Directors of the Board are related to each other.

As per Regulation 17(1)(c) of the SEBI (LODR) Regulations 2015, the composition of Board for top 2000 entity should comprise of minimum six directors. However, during the period 28 January 2022 to 16 March 2022, number of directors was less than six.

The Board/Committee Meetings are scheduled well in advance after considering availability of all the Board Members. The Notice and Agenda papers of each Board/Committee Meeting are given to each Director well in advance.

All the items on the Agenda are accompanied by Notes/ Memorandum to the Board giving comprehensive information on the related subject. Detailed presentations are made at the Board/Committee Meetings in relation to the matters like Financial/ Business Plans, Financial Results, etc. The Board/Committee Members are free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

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

During the year under review i.e. from 1 April 2021 to 31 March 2022, Five (5) Board Meetings were held on 28 June 2021, 20 October 2021, 25 November 2021, 08 February 2022 and 17 February 2022. The time gap between two consecutive Board Meetings i.e 20 February 2021 & 28 June 2021 has exceeded maximum permissible time gap of 120 days and the Company has paid the necessary penalty to the respective stock exchanges.

Directors Attendance Record:

Name of Directors	Designation	Category	No. of Board Meetings attended during the year	Whether last AGM attended
Mr. K. Chandran	Chairman	I & NED	5	Yes
Mr. N. K. Puri	Member	I & NED	5	Yes
Mr. S. K. Bhattacharyya (upto 27.01.2022)	Member	P & WTD	3	Yes
Ms. Pallavi P. Shedge	Member	I & NED	5	Yes
Mr. Binod Chandra Maharana (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3	Yes
Dr. Manisha Juvekar (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3	Yes
Ms. Anupama Vaidya (w.e.f. 17.03.2022)	Member	I & NED	-	No

As on 31 March 2022, no equity shares of the Company are held by Non-Executive Directors.

Skill, Expertise and Competence of the Board of Directors:

The matrix setting out the skills/expertise/competence of the Board of Directors are as under:

Sr. No.	Skill, expertise, competence	Description	Name of the Director who possesses the said skill
1	Business acumen	Ability to combine experience, knowledge & perspective to make sound business decisions.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
2	Vision	Ability to see future with precision based on knowledge, experience and power of reasoning to shape company's plans.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
3	Strategic thinking	Ability to identify opportunities, critical evaluation of the same and plan for successful implementation, to achieve desired business goal.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya

4	Industry knowledge	Ability to comprehend intricacies of running an industry and guide the executive management to achieve desired goals.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
5	Sector knowledge	Understanding of pharma sector with specific emphasis on various factors influencing the business in the sector.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
6	Marketing	Thorough understanding of market and ability to deploy most innovative and effective marketing strategies supported by best use of technology	Mr. K. Chandran, Mr. N. K. Puri, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
7	International Business knowledge	Ability to understand nuances of international markets in different geographies, identify business opportunities & achieve business goals	Mr. K. Chandran, Mr. N. K. Puri, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
8	Finance & Accounting	Ability to analyse key financial statements, assess financial viability, contribute to strategic financial planning, oversee budgets & efficient use of resources.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
9	Risk management	Ability to identify key risks associated with the business and put in place risk minimisation and mitigation framework to insulate the business from pitfalls.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
10	General management	Ability to propel company's business goals forward with analytical and critical thinking and complex problem solving.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
11	Leadership	Trait of creating an inspiring vision, motivating people to engage with that vision and manage delivery of the vision.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
12	Communication	Ability to convey effectively and efficiently with all stakeholders to achieve organisation goals.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
13	Understanding of regulatory framework	Ability to understand & interpret regulatory framework in which company operates & guide in alignment of business and policies with the same.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya

14	Networking	Ability to cultivate productive relationships that have shared interests and use the same for furtherance of business objectives	Mr. K. Chandran, Mr. N. K. Puri, Mr. Binod Chandra Maharana & Dr. Manisha Juvekar Ms. Anupama Vaidya
15	Human resource management	Ability to engage, develop, inspire and manage people in an organisation, so that they help to achieve organisational goals and gain a competitive advantage.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya
16	Objectivity	Trait of forming views and opinions based on facts and not influenced by personal beliefs.	Mr. K. Chandran, Mr. N. K. Puri, Ms. Pallavi P. Shedge, Mr. Binod Chandra Maharana Dr. Manisha Juvekar Ms. Anupama Vaidya

Independent Directors:

It is confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and are independent of the management.

Pursuant to a notification dated 22 October 2019 issued by the Ministry of Corporate Affairs, all directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard.

Confirmation of the Compliance of the Codes:

All Directors and members of Senior Management have, as on 31 March 2022 affirmed their compliance with:

- The Company's Code of Conduct for Prevention of Insider Trading in its shares;
- Disclosures relating to all material and financial transactions;
- Annual Disclosure(s) as required under the Code of Conduct of Prevention of Insider Trading.

(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:

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

During the year under review, Four (4) meetings of the Audit Committee were held on 28 June 2021, 20 October 2021, 25 November 2021 and 08 February 2022. The time gap between two consecutive Audit Committee Meetings i.e 12 February 2021 and 28 June 2021 has exceeded maximum permissible time gap of 120 days.

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

Name of Directors	Designation	Category	No. of Meetings Attended
Mr. N.K. Puri	Chairman	I & NED	4
Ms. Pallavi P Shedge	Member	I & NED	4
Mr. K. Chandran	Member	P & WTD	4
Mr. Binod Chandra Maharana (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3
Dr. Manisha Juvekar (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3
Mr. S. K. Bhattacharya (upto 27.01.2022)	Member	I & NED	3
Ms. Anupama Vaidya (w.e.f. 17.03.2022)	Member	I & NED	-

Mr. Vinod Verma is the Chief Financial Officer of the Company.

Mr. Jitendra J. Gandhi is the Company Secretary of the Company.

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

Terms of Reference:

The terms of reference to the Audit Committee include:

(I) Powers of Audit Committee:

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

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

(II) Role of Audit Committee:

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval for payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
    b. Changes, if any, in accounting policies and practices and reasons for the same.
    c. Major accounting entries involving estimates based on the exercise of judgment by management.
    d. Significant adjustments made in the financial statements arising out of audit findings.
    e. Compliance with listing and other legal requirements relating to financial statements.
    f. Disclosure of any related party transactions.
    g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(III) Review of information by Audit Committee:

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

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

(B) NOMINATION AND REMUNERATION COMMITTEE:

The Company's Nomination & Remuneration Committee has been constituted in accordance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. The Committee consists of 4 Directors. The Chairperson of the Committee is an Independent Director. Mr. Jitendra J. Gandhi acts as Company Secretary of the meeting.

During the year under review, five (5) meetings of the Nomination & Remuneration Committee were held on 28 June 2021, 20 October 2021, 25 November 2021, 08 February 2022 and 17 February 2022.

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

Name of Directors	Designation	Category	No. of Meetings Attended
Mr. N.K. Puri	Member	I & NED	5
Ms. Pallavi P Shedge	Member	I & NED	5
Mr. K. Chandran	Member	P & WTD	5
Mr. Binod Chandra Maharana (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3
Dr. Manisha Juvekar (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3
Mr. S. K. Bhattacharya (upto 27.01.2022)	Chairperson	I & NED	3
Ms. Anupama Vaidya (w.e.f. 17.03.2022)	Member	I & NED	-

The terms of reference:

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

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

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

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

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

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

Performance evaluation criteria for Independent Directors are laid down in the Policy on Board evaluation and more specifically the following:

- Attendance and participation.
- Help in bringing independent judgment on Board's deliberations.
- Independent judgment on strategy, performance, risk management, etc.
- Objectivity & constructivity while exercising duties.
- Safeguarding interests of minority shareholders.

Employees Stock Option Scheme 2016

The Company has established an Employee Stock Options Plan 2016 ('WANBURY ESOP – 2016') which was approved by the shareholders vide their resolution dated 29 September 2016.

Pursuant to the said scheme and on the recommendation of the Nomination and Remuneration Committee, the Board grants options to employees.

The options issued under the above scheme vest in phased manner. Each option entitles an employee to subscribe to one equity share of the Company at an exercise price of ₹ 10 per share.

The options will be vested over a period of five years subject to continuous employment with the Company and the fulfillment of performance parameters.

Particulars of the options under 'WANBURY ESOP-2016' are as under:

Particulars	**31 March 2022 (FV ₹ 10)**
Options outstanding as at the beginning of the Year	2,05,000
Add: Options granted during the Year	7,10,000
Less: Options lapsed during the Year	1,00,000
Less: Options Exercised during the Year	35,000
Options outstanding as at the End of the year	7,80,000

Remuneration to Executive Director/s:

Payment of remuneration to executive director is governed by the agreement executed between Mr. K. Chandran, WTD and the Company subject to the provisions of Schedule V of the Companies Act, 2013 for the Financial Year ended 31 March 2022.

Details of Remuneration debited to profit & Loss Account:

Name of Directors	Salary & Perquisites	Performance Linked Bonus	Total	Service Tenure
Mr. K. Chandran	₹ Nil	₹ Nil	₹ Nil	Upto 31 August 2022

Remuneration to Non Executive Directors:

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

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

Sitting Fees paid:

Name of Non-Executive Directors	**Sitting Fee (₹)**
Mr. N. K. Puri	8,25,000
Mr. S. K. Bhattacharyya	5,25,000
Ms. Pallavi P. Shedge	8,25,000
Mr. Binod Chandra Maharana	8,25,000
Dr. Manisha Juvekar	8,25,000
Ms. Anupama Vaidya	1,25,000
Total	**39,50,000**

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company's Stakeholders Relationship has been constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. The Committee consists of 6 Directors. The Chairman of the Committee is an Independent Director.

Mr. Vinod Verma is the Chief Financial Officer of the Company.

Mr. Jitendra J. Gandhi is the Company Secretary of the Company.

During the year under review, Four (4) meetings of the Stakeholders Relationship Committee were held on 28 June 2021, 20 October 2021, 25 November 2021 and 08 February 2022.

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

Name of Directors	Designation	Category	No. of Meetings Attended
Mr. N.K. Puri	Member	I & NED	4
Ms. Pallavi P Shedge	Member	I & NED	4
Mr. K. Chandran	Member	P & WTD	4
Mr. Binod Chandra Maharana (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3
Dr. Manisha Juvekar (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	I & NED	3
Mr. S. K. Bhattacharya (upto 27.01.2022)	Chairperson	I & NED	3
Ms. Anupama Vaidya (w.e.f. 17.03.2022)	Member	I & NED	-

There was 1 complaint pending at the beginning of year i.e. on 1 April 2021. Total 6 complaints were received and 7 have been replied to the satisfaction of Shareholders during the year under review. No Complaint was pending at the end of year i.e. 31 March 2022.

No share transfer request were pending at the beginning of the year i. e. on 01 April 2021 and at the end of the year i.e. 31 March 2022.

(D) RISK MANAGEMENT COMMITTEE:

Risk Management 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. Following are the Members of Risk Management Committee:

Name of Directors	Designation	No. of Meetings Attended
Mr. N.K. Puri	Chairperson	1
Ms. Pallavi P Shedge	Member	1
Mr. K. Chandran	Member	1
Mr. Binod Chandra Maharana (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	-
Dr. Manisha Juvekar (upto 05.02.2022) (w.e.f. 17.03.2022)	Member	-
Mr. S. K. Bhattacharya (upto 27.01.2022)	Member	-
Ms. Anupama Vaidya (w.e.f. 17.03.2022)	Member	-

During the year under review, One (1) meeting of the Risk Management Committee was held on 08 February 2022.

(E) DAY TO DAY AFFAIRS COMMITTEE:

The Day to Day Affairs Committee comprises of following Members:

Name of Committee Members	Designation
Mr. K. Chandran	Chairperson/Wholetime Director
Mr. Vinod Verma	Member
Mr. Jitendra J. Gandhi	Member

The Day to Day Affairs Committee meets to take decisions on the matters delegated by the Board of Directors. During the year under review, eleven (11) meetings of the Day To Day Affairs Committee were held on 15 April 2021, 22 April 2021, 31 May 2021, 11 June 2021, 06 August 2021, 24 August 2021, 02 September 2021, 18 October 2021, 29 November 2021, 11 January 2022 and 25 March 2022.

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

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

20. To give authorisation to any persons to sign & file returns, forms and other documents with government and statutory authorities in compliance with any statute applicable to the Company from time to time.
21. To file the suits, appeals, petitions, affidavits etc. before any court or authority on behalf of the Company on any matter except for any initiation or settlement of any litigation, arbitration, proceedings or claims which, in the opinion of the Investor, is material in the context of the business in each case not in excess of ₹. 50 Lakhs.
22. To defend the suits, legal proceedings etc. against the Company on behalf of the Company and to appoint any attorney/counsel/advocate etc. to appear before any court or authority on behalf of the Company.
23. To take any other decision on any matter to be arrived in day to day business activities of the Company.

INDEPENDENT DIRECTORS MEETING:

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

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

Following are the Members of Independent Directors meeting:

Name of Directors	Category
Mr. N. K. Puri	I & NED
Ms. Pallavi P. Shedge	I & NED
Mr. Binod Chandra Maharana	I & NED
Dr. Manisha Juvekar	I & NED
Ms. Anupama Vaidya	I & NED

During the year under review, meeting of Independent Directors was held on 08 February 2022 and was attended by all the Independent Directors. The meeting was held in compliance with the requirements of Schedule IV of the Companies Act, 2013. Following items were considered at the said meeting:

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

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

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

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

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

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

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

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

PREVENTION OF INSIDER TRADING:

The Company has devised and adopted Code of Conduct to regulate, monitor and report trading in Company's securities by persons having access to unpublished price sensitive information of the Company. Company Secretary is the Compliance Officer for the purpose of this code. During the year, there has been due compliance with the code by the Company and all insiders and requisite disclosures were made to the Stock Exchanges from time to time.

(4) GENERAL BODY MEETING:

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

Financial Year	Date	Time	Venue
2020 - 2021	27 September 2021	11:30 A.M	Through Video Conference/Other Audio Visual Means due to COVID -19 pandemic and lockdown situation.
2019 - 2020	28 September 2020	11:30 A.M.	Through Video Conference/Other Audio Visual Means due to COVID -19 pandemic and lockdown situation.
2018 - 2019	30 September 2019	11:30 A.M.	Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703.

(ii) Details of the Extra-ordinary General Meeting during the year are as under:

Financial Year	Date	Time	Venue
2021-2022	17 March 2022	11:30 A.M.	Through Video Conference/Other Audio Visual Means due to COVID -19 pandemic and lockdown situation.

(b) (i) Special Resolutions passed in the last three Annual General Meetings:

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

Sr. No.	Date of AGM	Subject matter
01	27 September 2021	-
02	28 September 2020	-
03	30 September 2019	to approve re-appointment of Mr. K. Chandran for a period of 3 (three) years as Whole-time Director of the Company.

(ii) Special Resolutions passed in the Extra-ordinary General Meeting during the year:

Sr. No.	Date of AGM	Subject matter
01	17 March 2022	To approve appointment of Mr. Binod Chandra Maharana (DIN – 07095774) as Non-executive Independent Director.
02	17March 2022	To approve Appointment of Dr. Manisha Juvekar (DIN – 09053979) as Non-executive Independent Director.
03	17 March 2022	To approve Appointment of Ms. Anupama Vaidya (DIN – 02713517) as Non-executive Independent Director.
04	17 March 2022	To approve preferential issue and allotment of 54,50,000 convertible warrants of ₹10/- each on preferential basis to Promoter Group Company – Expert Chemicals (India) Private Limited at issue price of ₹105/- per share (including a premium of ₹ 95/- per equity share) aggregating to ₹57,22,50,000/-

(c) Postal Ballot:

During the year under review, the Company has not conducted any postal Ballot.

(d) Subsidiary Companies:

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

The Company has below mentioned 4 foreign subsidiaries:

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

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

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

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

\# Subsidiary of Wanbury Holdings B. V., Netherlands

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 electronically submitted on the online Portals - 'BSE Corporate Compliance & Listing Centre' (Listing Centre) and 'Electronic Application Processing System' (NEAPS) of BSE and NSE respectively, within 30 minutes of their approval by the Board pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same results are published in Free Press Journal and Navshakti Newspapers in accordance with the provisions of Listing Regulations with Stock Exchanges and also posted on the Website of the Company i.e. www.wanbury.com

(5) GENERAL SHAREHOLDERS INFORMATION:

(a) Annual General Meeting:

Day & Date	:	**Wednesday, 28 September 2022**
Time	:	**11:30 A.M.**
Place/Venue	:	**Through Video Conferance (VC) & Other Audio Visual Means (OAVM)**
Company's Registered Office	:	**BSEL Tech Park, B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai - 400 703. Maharahstra, India.**

(b) Financial Calendar:

For quarter ending on 30 June 2022.	Unaudited Financial Results will be declared within 45 days from the end of the quarter.
For quarter ending on 30 September 2022.	Unaudited Financial Result will be declared within 45 days from the end of the quarter.
For quarter ending on 31 December 2022.	Unaudited Financial Result will be declared within 45 days from the end of the quarter.
For quarter ending on 31 March 2023.	Audited Financial Result will be declared within 60 days from the end of Financial year 2022-2023.
Annual General Meeting for the Financial Year ending on 31 March 2023.	On or before 30 September 2023.

(c) Book Closure:

The Share Transfer Books and the Register of Members will remain closed from **Thursday, 22 September 2022** to **Wednesday, 28 September 2022** (both days inclusive) for the purpose of Annual General Meeting.

(d) Listing on Stock Exchanges & Stock Codes:

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

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

The ISIN Number of Company is "INE107F01022".

The Company has paid listing fees to BSE Ltd. & National Stock Exchange of India Ltd. for the Financial Year 2021-2022.

The Company has paid custody fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the Financial Year 2021-2022.

(e) Corporate Identity Number (CIN):

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

(f) Share Transfer: System:

The Shares send for transfer are generally registered and disposed of within a period of 15 days from the date of receipt, if the documents are complete in all respects. The Stakeholders relationship committee is authorised to approve the Share Transfers.

The Company's shares are traded on the Stock Exchanges in the compulsory dematerialised form. Shareholders are requested to ensure that their Depository Participants ("DPs") promptly send physical documents, i.e. Dematerialization Request Form ("DRF"), Share Certificates, etc. to the ISD by providing the Dematerialization Request Number ("DRN"). Documents for transfer in the physical form, i.e., the Transfer Deeds, Share Certificates, etc., should similarly be sent to the ISD.

(g) Dematerlization:

As on 31 March 2022, 2,94,07,737 Equity Shares of the Company (representing 90.03 % of the total shares) were held in the dematerialised form and 32,57,761 Equity Shares (representing 9.97 % of the total shares) were held in the physical form. Shares of Company are listed on the two stock exchanges with nationwide terminal viz. BSE and NSE.

The shares are frequently traded on these exchanges.

(h) Stock Data:

Monthly Volume and High, Low & Close of Market price of Company's Equity Shares traded on the BSE Limited, Mumbai during the year ended on 31 March 2022 were as under:

Month	High (₹)	Low (₹)	Close (₹)	BSE Sensex Close	Volume (No. of Shares)
April 2021	115.00	79.75	107.40	48782.36	4,00,442
May2021	110.40	98.00	102.20	51937.44	1,91,000
June 2021	110.75	85.65	85.65	52482.71	1,57,331
July 2021	91.65	77.35	85.35	52586.84	1,62,224
August 2021	89.50	72.75	80.30	57552.39	1,26,180
September 2021	84.95	76.50	80.25	59126.36	67,924
October 2021	88.75	63.50	67.00	59306.93	1,47,916
November 2021	86.50	64.25	66.75	57064.87	1,68,551
December 2021	90.55	67.95	82.85	58253.82	1,39,697
January 2022	86.45	72.00	84.95	58014.17	86,493
February 2022	111.75	80.40	84.25	56247.28	2,47,721
March 2022	96.45	78.85	85.00	58568.51	64,370

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 2022 were as under:

Month	High (₹)	Low (₹)	Close (₹)	S & P CNX Nifty Close	Volume (No. of Shares)
April 2021	114.00	79.25	105.40	14631.1	10,75,000
May 2021	111.00	96.30	102.90	15582.80	7,49,000
June 2021	108.40	85.70	85.70	15721.5	7,09,000
July 2021	91.95	77.40	85.65	15763.05	5,40,000
August 2021	89.30	73.75	79.95	17132.20	3,36,000
September 2021	84.40	76.95	79.65	17618.15	3,61,000
October 2021	89.55	63.30	64.85	17671.65	5,65,000
November 2021	87.30	64.00	65.95	16983.2	3,56,000
December 2021	90.20	65.05	83.75	17354.05	4,85,000
January 2022	86.25	73.45	86.25	17339.85	21,08,000
February 2022	112.00	82.15	86.00	16793.9	14,93,000
March 2022	95.90	76.25	84.55	17464.75	5,02,000

Source: NSE Website

Distribution Schedule on Number of shares as on 31 March 2022

Category (Equity Shares)	No. of Shareholders	% of Shareholders	No. of Shares held	% Shareholding
1 – 500	9752	86.38	10,73,913	3.29
501 – 1000	638	5.65	5,28,669	1.62
1001 – 2000	344	3.05	5,41,092	1.66
2001 – 3000	139	1.23	3,62,170	1.11
3001 – 4000	70	0.62	2,50,953	0.77
4001 – 5000	72	0.64	3,42,194	1.05
5001 - 10000	127	1.12	9,44,621	2.89
10001 and Above	147	1.3	2,86,21,886	87.62
Total	**11289**	**100**	**3,26,65,498**	**100**

(j) Shareholding Pattern as on 31 March 2022 was as under:

Category	No. of Shares Held	% of Holding
(A) Promoter Holding		
Indian Promoter: (a) Expert Chemicals (India) Private Limited	1,00,05,561	30.63
Foreign Promoter: (b) Kingsbury Investment INC	30,24,000	9.26
Person acting in Concert:	-	-
Sub Total (A)	**1,30,29,561**	**39.89**
(B) NON – PROMOTERS HOLDING		
Institutional Investors		
Mutual Funds and UTI	66	0.00
Banks, Financial Institutions, Insurance Companies, (Central/State Govt. Institutions /Non -Government Institutions)	521	0.00
FIIs	-	-
Sub – Total (B)	**587**	**0.00**
(C) Others		
Private Bodies Corporate	45,65349	13.93
Indian Public	1,35,43,599	41.46
NRI / OCB	7,91,195	2.42
Any-Other (Foreign Companies)	-	-
IEPF	3,38,465	1.04
Clearing Members	3,96,742	1.21
Sub – Total (C)	**1,96,35,350**	**60.11**
GRAND TOTAL (A+B+C)	**3,26,65,498**	**100.00**

(k) 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. Refer Note No. 19.3 of the Financial Statements.

(l) Optionally Fully Convertible Debentures:

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of the aggregate nominal value of ₹ 581.99 Lakhs have remained unpaid at the end of the previous year ended 31 March 2021.

During the year, Company has provided for additional liability of ₹ 150 Lakhs for OFCDs. Further, during the year, the Company has sold some of the land & building of erstwhile PPIL and the sales proceeds have been utilized towards partial repayment of OFCDs of ₹ 543.50 Lakhs. Hence, ₹ 188.49 Lakhs in respect of OFCDs, remains payable as on 31 March 2022.

Zero Coupon Optionally Fully Convertible Debenture Holders had a right to convert the same into Equity Shares of the Company between 01 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. Refer Note No. 46a of the Financial Statements.

(m) 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.

The Company is on a regular basis submitting Reconciliation of Share Capital Audit Report, in terms of the provisions of Clause 76 of the Se curities and Exchange Board of India (Depositories and Participants) Regulations, 2018, certified by Practicing Company Secretary to Stock Exchanges.

(n) Unclaimed Shares dividend:

In accordance with the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) (as amended), the Company is required to statutorily transfer the shares held by the Shareholders whose dividend has remained unclaimed for a consecutive period of seven years or more to IEPF.

As at 31 March 2022, a total of 3,38,465 Shares of the Company were lying in the Demat account of the IEPF Authority.

During the year 31 March 2019, the Company had filed form IEPF-4 with the IEPF authority giving the details of shares transferred. The details of shares transferred are also available on the Company's website www.wanbury.com. Shareholders are requested to follow the below mentioned procedure for claiming their shares/unclaimed dividend from IEPF:

a) Make an online application in Form IEPF-5 available on the website www.iepf.gov.in;

b) Send a copy of the online application duly signed on each page by Shareholders/ claimant alongwith copy of challan and all documents mentioned in Form IEPF-5 to the Company's Registrar & Share Transfer Agent at Purva Sharegistry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Industrial Estate, J . R. Boricha Marg Lower Parel (East) Mumbai – 400 011. India for verification of his/her claim;

c) The Company shall, within 15 days of receipt of the claim form, send a verification report to the IEPF Authority alongwith all documents submitted by the claimant;

d) On verification, the IEPF Authority shall release the shares/dividend directly to the claimant.

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

(p) Compliance Officer:

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

(q) Address for Correspondence:

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

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

(r) Address of Registrar & Share Transfer Agents:

Purva Sharegistry (India) Pvt. Ltd.

Unit No. 9, Shiv Shakti Industrial Estate,

J . R. Boricha Marg Lower Parel (East)

Mumbai - 400 011. India.

Telephone No.: +91-22-2301 2717/8261

E-mail: support@purvashare.com

(s) Credit Ratings:

The Company does not have any credit rating programme.

The Company does not have any fixed deposit programme nor has any proposal involving mobilisation of funds in India or abroad.

(t) Management Discussion and Analysis Report:

Management Discussion and Analysis Report is part of Annual Report.

(u) General Disclosures:

I) Related Party Transactions

(i) A summary of transactions with related parties, in the ordinary course of business and at arm's length is placed before the Audit Committee every quarter;

(ii) There were no material individual transactions with related parties that were not in the ordinary course of business and at arm's length during the Financial Year ended 31 March 2022;

(iii) There were no material significant transactions during the Financial Year with related parties such as the Promoters, Directors, Key Managerial Personnel, Relatives or Subsidiaries that could have potential conflict of interest with the Company;

(iv) The mandatory disclosure of transactions with related parties, in compliance with the Indian Accounting Standard (IndAS-24), forms part of this annual report;

(v) Related Party Transactions policy of the Company can be accessed on the Company's website www.wanbury.com

II) Capital Market non- compliances, if any:

There were no instances of non-compliance by the Company on any matter relating to the capital markets during the past three years;

III) Vigil Mechanism/ Whistleblower Policy:

The Company has a Whistleblower Policy which can be accessed on the Company's website www.wanbury.com. It is affirmed that no personnel has been denied access to the Chairman of the Audit Committee in terms of the policy.

During the Financial Year, Nil complaint was received which by the Whistle Committee and reported to the Audit Committee.

Action recommended by the Whistle Committee/ Audit Committee has been implemented by the management.

IV) Policies

In accordance with the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has formulated the following policies which can be accessed on the Company's website www.wanbury.com:

i) Policy on Material Subsidiaries;

ii) Policy on Distribution of dividend;

iii) Policy on Determination and disclosure of material events;

iv) Policy on Preservation and Archival of documents;

v) Risk Management Policy.

vi) Insider Trading

The Company has formulated a Code of Conduct for Prevention of Insider Trading in the shares of the Company for Directors and other identified persons in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment), Regulations, 2018. The Code of Conduct for Prevention of Insider Trading, Code of fair disclosure of Unpublished Price Sensitive Information and Policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information can be accessed on the Company's website www.wanbury.com

V) Independent Directors Meeting

Independent Directors met on 08 February 2022 to review the performance of the Non-Independent Directors and the Board as a whole, performance of the Chairperson and quality, quantity and timeliness of information exchange between the Company Management and the Board.

VI) Board Evaluation

The Company has put in place a Board Evaluation process.

VII) Sexual Harassment at Workplace

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

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

The Company has not received any sexual harassment complaint during the Financial Year under review.

VIII) Internal Controls

The Company has put in place adequate Internal Control Systems and Procedures including adequate financial controls with reference to the financial statement.

IX) Certificate from Company Secretary in Practice regarding Directors disqualification under the Act etc.

A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached and forms part of this report.

X) Fee to Statutory Auditors:

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which statutory auditor is a part, is mentioned in Notes to Accounts.

XI) Committee Recommendations

There have been no instances where the Board had not accepted any recommendation of submission by any committee which is mandatorily required, in the Financial Year 2021-2022.

XII) In accordance with SEBI Regulations, during the year ended 31 March 2022, with the approval of members by the special resolution in EGM held on 17 March 2022, the Board is entitled to issue and allot 54,50,000 convertible share warrants to promoter Group company on a preferential basis at issue price of ₹. 105 per warrant. 25% of Issue price to be received at the time of issue and allotment of warrants. 75% of Issue price to be received at the time of allotment of shares. Each warrant is convertible into the one fully paid up equity share of ₹ 10 each. In-principle approval from stock exchanges are awaited. Aforesaid 54,50,000 warrants are still outstanding for conversion into the equity share of the Company.

XIII) In the Extra-ordinary General Meeting of Members held on 20th March, 2021, the Company has approved the issue and allotment of 76,15,381 equity shares of ₹10/- each on preferential basis to non- promoter group at issue price of ₹ 65/- per share (including premium of ₹ 55/- per equity share) aggregating to ₹ 49,49,99,765/-. The same has been allotted on 22nd April, 2021.

XIV) There are no non-compliances of any requirement of corporate governance report and all the required disclosures are made to stock exchanges and other regulatory bodies as and when required.

XV) The Company has complied and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and Regulation 46(2) under Listing Regulations.

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

Year	Particulars
2021-2022	i) Penalty aggregating to ₹ 1,45,000/- has been levied by the BSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 June 2021 Penalty aggregating to ₹ 1,71,100/- (incl. GST) has been paid on 21 September 2021. ii) Penalty aggregating to ₹ 1,45,000/- has been levied by the NSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 June 2021 Penalty aggregating to ₹ 1,71,100/- (incl. GST) has been paid on 21 September 2021. iii) Penalty aggregating to ₹ 50,000/- has been levied by the BSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 September 2021 Penalty aggregating to ₹ 59,000/- (incl. GST) has been paid on 20 December 2021. iv) Penalty aggregating to ₹ 50,000/- has been levied by the NSE Limited for non-compliance of Regulation 33 of Listing Regulations regarding delay in declaring UFR for the quarter ended 30 September 2021 Penalty aggregating to ₹ 59,000/- (incl. GST) has been paid on 20 December 2021.
2020- 2021	i) Penalty aggregating to ₹18,34,900/- (incl. GST) has been levied by the National Stock Exchange of India Limited for non-compliance of Regulation 17(1)(c) of Listing Regulations regarding delay in appointment of directors by the stipulated date i.e. 30 April 2020. The aforesaid penalty aggregating to ₹18,34,900/- has been paid on 5 November 2020, 08 December 2020, 18 February 2021 & 19 May 2021. ii) Penalty aggregating to ₹ 18,34,900/- (incl. GST) has been levied by the BSE Limited for non-compliance of Regulation 17(1)(c) of Listing Regulations regarding delay in appointment of Directors by the stipulated date i.e. 30 April 2020. Penalty aggregating to ₹ 12,92,100/- has been paid on 08 December 2020, 18 February 2021 & 19 May 2021. Further, vide email dated 10 May 2021 penalty aggregating to ₹ 10,79,700/- has been waived off by BSE limited which includes ₹ 5,36,900/- already paid and will be adjusted towards Annual Listing fees / Other pending Charges / fees payable to the exchange.
2019-2020	i) Penalty aggregating to ₹ 4,48,400/- (incl. GST) has been levied by the National Stock Exchange of India Limited on and 27 September 2019 for non compliance of Regulation 33 of Listing Regulations regarding delay in holding Board Meeting for the quarter ended 31 March 2019 by the stipulated date i.e. 30 May 2019 which has been paid on 30 August 2019. ii) Penalty aggregating to ₹4,48,400/- (incl. GST) has been levied by the BSE Limited on 17th September, 2019 for non compliance of Regulation 33 of Listing Regulations regarding delay in holding Board Meeting for the quarter ended 31 March 2019 by the stipulated date i.e. 30 May 2019 which has been paid on 30 August 2019. iii) Penalty aggregating to ₹ 11,800/- (incl. GST) has been levied by the BSE Limited on 14 October 2019 for non compliance of Regulation 29(2)/29(3) of Listing Regulations regarding delay in furnishing prior intimation of Board Meeting has been paid on 19 November 2019. iv) Penalty aggregating to ₹ 11,800/- (incl. GST) has been levied by the NSE Limited on 11 November 2019 for non compliance of Regulation 29(2)/29(3) of Listing Regulations regarding delay in furnishing prior intimation of Board Meeting has been paid on 19 November 2019.

For and on behalf of the Board of Directors

K. Chandran
Vice Chairman
DIN: 00005868

Pallavi Shedge
Director
DIN: 08356412

Mumbai, 22nd June, 2022

DECLARATION PURSUANT TO SCHEDULE V OF THE LISTING REGULATIONS

In accordance with Regulation 26 (3) and Schedule V of the Listing Regulations with the Stock Exchanges, I, K. Chandran, Vice Chairman of the Company hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31 March 2022.

For Wanbury Limited,

K. Chandran
Vice Chairman
DIN: 00005868

Mumbai, 22 June 2022

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

We, Mr. K. Chandran, Vice Chairman and Mr. Vinod Verma, Chief Financial Officer hereby certify for the Financial Year ended 31st March, 2022 that: -

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

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

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

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

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

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

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

 (ii) there are no significant changes in accounting policies during the year except as required to comply with Ind AS, applicable laws and regulations; and

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

For Wanbury Limited,

Vinod Verma
Chief Financial Officer

K. Chandran
Vice Chairman
DIN: 00005868

Mumbai, 22nd June, 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Wanbury Limited
BSEL Tech Park, 10th Floor, B- Wing,
Sector 30-A, Opp. Vashi Railway Station, Vashi,
Navi Mumbai – 400 703.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Wanbury Limited having CIN L51900MH1988PLC048455 and having registered office at BSEL Tech Park, 10th Floor, B- Wing, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. K. Chandran	00005868	01.09.2005
2	Mr. N. K. Puri	00002226	09.03.2005
3	Ms. Pallavi P. Shedge	08356412	14.02.2019
4	Mr. Binod Chandra Maharana	07095774	06.02.2021
5	Dr. Manisha Juvekar	09053979	06.02.2021
6	Ms. Anupama Vaidya	02713317	17.03.2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kala Agarwal
Practising Company Secretary
Certificate of Practice Number: 5356
Membership Number: 5976
UDIN: F005976D000C51585

Place: Mumbai
Date: 20th May, 2022

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of
Wanbury Limited

1. We, V. Parekh & Associates, Chartered Accountants, the statutory auditors of Wanbury Limited ("the Company") have examined the compliance of conditions of Corporate governance by the Company, for the year ended 31 March 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations').

Management's Responsibility for compliance with the conditions of Listing Regulations

2. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedure to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that during the year ended 31 March 2022, the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except during the period 28 January 2022 to 16 March 2022, number of directors was less than minimum six directors as required under Clause 17(1)(c) of SEBI Listing Regulations.
8. 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.

Restriction on Use

9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hand it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this report.

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

Navi Mumbai

RASESH V. PAREKH - PARTNER
MEMBERSHIP NO. 38615

DATED: 22 June 2022
ICAI UDIN : 22038615ALLDCY8645

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WANBURY LIMITED

Report on Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Wanbury Limited** ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2022, the Standalone Statement of Profit and Loss including Other Comprehensive Income/(Loss), the Standalone Statement of Changes in Equity, the Standalone Cash Flow Statement for the year then ended and the Notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

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 Companies Act, 2013 ("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 2022, and its profit, other comprehensive income (loss), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern:

We draw attention to the Note no.60 of the standalone financial statements, regarding preparation of financial statements on going concern basis. The Company's net worth has become positive during the year. The Company has defaulted in repayment of principal and interest to some of its lenders and its current liabilities far exceeds its current assets resulting in delayed payments and overdue amounts. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The appropriateness of the assumption of the going concern is dependent on the Company's ability to raise finance, negotiate with creditors, generate cash flows in future to meet its obligation, to restructure its borrowings and business. Hence, the standalone financial statements have been prepared on "going concern" basis for the reasons stated in aforesaid note.

Our opinion is not modified in respect of this matter.

Emphasis of Matters

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

a) Note No. 42(a) of the standalone financial statements regarding guarantee given in respect of Exim Bank's investment in Wanbury Holding B.V., a subsidiary of the Company.

b) Note No. 46(a) of the standalone financial statements regarding the status of merger of erstwhile PPIL with the Company; and

c) Note No. 73 to the standalone financial statements, which describes the uncertainties and potential impact of the Covid-19 pandemic on the Company's operations and results as assessed by the management. The actual results may differ from such estimates depending on future developments.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How the matter was addressed in our audit
Assessment of Provisions and Contingent liabilities The Company undergoes assessment proceedings from time to time with direct and indirect tax authorities and with certain other parties. There is a high level of judgement required in estimating the level of provisioning and / or the disclosures required. The management's assessment is supported by advice from internal / external tax consultants and legal consultants, where considered necessary by the management. Accordingly, unexpected adverse outcomes could significantly impact the Company's reported Profit and Balance Sheet position. (Refer Note 41, 42, 43 of the standalone financial statements) We considered the above area as a key audit matter due to associated uncertainty related to the outcome of these matters and application of material judgement in interpretation of law.	Our audit procedures included the following: • Understanding and evaluating process and controls designed and implemented by the management including testing of relevant controls; • Obtaining details of the related matters, inspecting the supporting evidences and critically assessing management's evaluation through discussions with management on both the likelihood of outcome and the magnitude of potential loss; • Reading recent orders and / or communication received from the tax authorities and with certain other parties, and management replies to such communication; • Evaluating independence, objectivity and competence of the management's tax / legal consultants (internal / external); • Understanding the current status of the tax assessments / litigations; • Obtaining direct written confirmations from the Company's legal / tax consultants (internal / external) to confirm the facts and circumstances and assessment of the likely outcome. • Assessing the likelihood of the potential financial exposure; • We did not identify any material exceptions as a result of above procedures relating to management's assessment of provisions and contingent liabilities.
Appropriateness of the Expected credit loss ("ECL"). To recognise ECL, the Company applies simplified approach for trade receivable which do not contain a significant financing component and general approach for corporate guarantee contracts and financial assets measured at amortised cost and FVTOCI debt instrument. In calculating ECL, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19. ECL is considered as KAM in view of significant estimates and judgements made by the management for measurement and recognition of the same. (Refer Note 62 of the standalone financial statements)	Our procedures, in relation to testing of ECL, includes the following: • We have verified the calculation of ECL as estimated by the management. We have examined the methodology and the judgements/assumptions used by the management while estimating ECL.

Information Other than the Financial Statements and Auditor's Report Thereon ("Other information")

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of 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 including other comprehensive income (loss), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(*i*) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

- Conclude on the appropriateness of management and Board of directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 Balance Sheet, the Statement of Profit and Loss including other comprehensive income (loss), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with relevant rules issued thereunder;

   e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

      In our opinion and according to the information and explanation given to us, no managerial remuneration has been paid or provided during the year. Hence, requirement of Section 197(16) of the Act are not applicable to the Company.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact, if any, of pending litigations as at 31 March 2022, on its financial position in its standalone financial statements - Refer Note 41 to the standalone financial statements;

      ii. The Company has not entered into any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 70 of the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 70 of the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. There were no amounts which were declared or paid during the year as dividend by the Company.

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

RASESH V. PAREKH - PARTNER
MEMBERSHIP NO. 38615

Navi Mumbai
DATED: 22 June 2022
ICAI UDIN : 22038615ALLDCY8645

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in para 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the standalone financial statements for the year ended 31 March 2022.)

1) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment("PPE").

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) As informed to us by the management, the Company has a policy of physically verifying Property, Plant and Equipment in a phased manner over a period which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. We are informed that there were no material discrepancies noticed on such verification and the same has been properly dealt with in the books of account.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company as at the balance sheet date, except for the following which are not held in the name of the Company.

Description of property	Gross carrying value (In Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held (Since)	Reason for not being held in name of Company
Property, Plant and Equipment					
Factory Building - Tarapur	111.79	Pharmaceutical Products of India Limited (PPIL)	No	2007	This property was acquired pursuant to a scheme of amalgamation and continued to be registered in the name of amalgamating company.
Factory Building - Turbhe	14.68	PPIL	No	2007	This property was acquired pursuant to a scheme of amalgamation and continued to be registered in the name of amalgamating company.
Right Of Use Asset					
Leasehold Land – Tarapur	8.79	PPIL	No	2007	This property was acquired pursuant to a scheme of amalgamation and continued to be registered in the name of amalgamating company.
Leasehold Land – Tarapur	446.62	PPIL	No	2007	This property was acquired pursuant to a scheme of amalgamation and continued to be registered in the name of amalgamating company.
Non Current Asset held for Sale					
Office Premises – Andheri	196.54	PPIL	No	2007	This property was acquired pursuant to a scheme of amalgamation and continued to be registered in the name of amalgamating company.

(d) During the year, the Company has revalued its land by registered valuer. (Refer Note 8.6).

(e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

2) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company and as disclosed in note no 68 of Standalone Financial Statements, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets of the Company. We have observed differences in the quarterly returns or statements filed by the Company with such banks or financial institutions as compared to the books of account maintained by the Company. However, we have not carried out a specific audit of such statements. The details of such differences are given in note no. 68 of the standalone financial statements of the Company.

3) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

4) There are no loans and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable. Further, investments made and guarantees provided in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

5) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

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) a) According to information and explanations given to us and records of the Company examined by us on a test check basis, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues with the appropriate authorities except few cases of delays. On the basis of the audit procedures followed, test checks of the transaction and the representation from the Management, there are no undisputed amounts payable in respect of aforesaid material statutory dues as at 31 March 2022, which were in arrears for a period of more than six months from the date they became payable except statutory dues of erstwhile PPIL referred to in Note 46a of the standalone financial statements.

b) According to information and explanations given to us and on the basis of our examination of the documents and records of the Company, there are no dues of Income Tax, Goods and Service Tax, Customs Duty, and Cess as at 31 March 2022 which have not been deposited on account of a dispute, except as enumerated herein below which are pending before respective authorities as mentioned there against:

Name of the Statute	Nature of the Dues	Amount ₹ In Lakhs*	Period to which amounts relate	Forum where dispute is Pending
The Central Sales Tax Act, 1956	Sales Tax/Interest / Penalty	42.95	FY 1997-98 to FY 2004-05	Andhra Pradesh High Court
		2,972.28	FY 1992-93 FY 1994-95 FY 1996-97 FY 1997-98 & FY 2000-01 to FY 2004-05	Bombay High Court
Service Tax under Finance Act, 1994	Service Tax/ Interest/ Penalty	131.74	FY 2005-06 to FY 2010-12	Central, Excise and Service Tax Appellate Tribunal, Mumbai
The Central Excise Act, 1944	Excise Duty/ Penalty	20.03	Nov 2014 to Aug 2015	The Commissioner of Central Excise (Appeals), Guntur, Andhra Pradesh

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

8) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

9) (a) Based on our audit procedures, information and explanations given to us, there is no delay in respect of repayment of loans or other borrowings or in the payment of interest thereon to any lender, except for the following defaults :

Nature Of borrowing including Debt Securities	Name of lender	Amount not paid on due date (Rs in Lakhs.)	Whether principal or interest	No. of days delay or unpaid
Term Loan	State Bank of India, London	88.73	Interest	1 to 1067 days
Foreign Currency convertible bonds	FCCB Holders	350.32	Principal	3629 days
Foreign Currency convertible bonds	FCCB Holders	117.48	Interest	1 to 3928 days
Non-Convertible Debentures	NCD Holders	69.67	Principal	4718 Days Refer Note 27.1 and 46a of standalone the financial statements
Non-Convertible Debentures	NCD Holders	63.37	Principal	4353 Days Refer Note 27.1 and 46a of standalone the financial statements
Optionally Fully Convertible Debentures	OFCD Holders	94.11	Principal	4354 Days Refer Note 27.2 and 46a of standalone the financial statements
Optionally Fully Convertible Debentures	OFCD Holders	94.38	Principal	3989 Days Refer Note 27.2 and 46a of standalone the financial statements
Term Loans taken by erstwhile PPIL from banks / financial institutions	Bank of India, Union Bank of India, Union Trust Investment Bank, Industrial Investment Bank of India	68.02	Principal	Unpaid from respective due dates. Refer Note 27.3, 27.4 and 46a of the standalone financial statements

b) According to the information and explanations given to us and on the basis of our audit procedures and as disclosed in Note no 66 of the standalone financial statement, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c) According to the information and explanations given to us, The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) According to information and explanations given to us and an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, associates or joint ventures as defined under the Act.

f) According to the information and explanations given to us and procedures performed by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

10) (a) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanation given to us, during the year, the Company has made preferential allotment of equity shares (Refer Note 19 of the standalone financial statement).The requirements of section 42 & section 62 of the Companies Act, 2013 have been complied with in respect of aforesaid allotment of equity shares.

Nature of securities *viz.* Equity shares/ Preference shares/ Convertible debentures	Type of issue (preferential allotment or private placement)	Amount Involved (Rs in Lakhs)	Nature of non- compliance
Equity Shares	Preferential Allotment	4,950.00	Not Applicable

11) (a) Based on the examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanation given to us, no report under section 143(12) of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

12) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

13) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

15) In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

16) (a) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable to the Company.

(b) On the basis of examination of records and according to the information and explanation given to us by the Company, the Company has not conducted any Non Banking Financial or Housing Finance activities Accordingly, paragraph 3(xvi)(b) of the Order is not applicable to the Company.

(c) In our opinion and according to the information and explanation given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.

17) According to the information and explanation given to us, the Company has not incurred cash losses during the current financial year. The Company had incurred the cash losses of Rs 225.93 Lakhs in immediately preceding financial year.

18) There has been no resignation of the statutory auditors of the Company during the year and Accordingly, paragraph 3(xviii) of the Order is not applicable to the Company.

19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, indicate that material uncertainty exists that may cast a significant doubt on the Company's ability to continue as a going concern. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20) As per the information and explanations given to us and on basis of books and records examined by us, the Company has average net losses during the immediately preceding three financial years hence the conditions and requirements of section 135 of the Act is not applicable to the Company. Accordingly, paragraph 3(xx) (a) and (xx) (b) of the Order are not applicable.

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

RASESH V. PAREKH - PARTNER
MEMBERSHIP NO. 38615

Navi Mumbai
DATED: 22 June 2022
ICAI UDIN : 22038615ALLDCY8645

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in para 2 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the Standalone financial statements for the year ended 31 March 2022.)

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

We have audited the internal financial controls with reference to financial statements of **WANBURY LIMITED** ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2022 based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

RASESH V. PAREKH - PARTNER
MEMBERSHIP NO. 38615

Mumbai,
DATED: 22 June 2022
UDIN: 22038615ALLDGT2312

STATEMENT OF ASSEST AND LIABILITIES AS AT 31 MARCH 2022

(₹ in Lakhs)

	PARTICULARS	Note No.	As at 31/03/2022	As at 31/03/2021
A	**ASSETS**			
	Non-current Assets			
	(a) Property, Plant and Equipment	8	14,871.08	15,810.61
	(b) Capital work-in-progress	8	234.68	1,101.48
	(c) Other Intangible assets	8	10.13	22.75
	(d) Right of use assets	8	1,830.19	905.05
	(e) Financial Assets			
	(i) Investments	9	0.93	1.32
	(ii) Other financial assets	10	376.11	347.26
	(f) Deferred tax assets (net)	11	563.19	563.19
	(g) Other non-current assets	12	48.11	39.35
			17,934.42	**18,791.01**
	Current Assets			
	(a) Inventories	13	4,972.91	2,485.28
	(b) Financial Assets			
	(i) Trade receivables	14	6,279.92	3,446.75
	(ii) Cash and cash equivalents	15	2,248.75	996.25
	(iii) Bank balances other than (ii) above	16	278.64	170.04
	(iv) Other financial assets	17	114.75	61.20
	(c) Other current assets	18	3,074.09	2,435.88
			16,969.06	**9,595.40**
	Non-Current Assets classified as held for sale	46b	196.54	373.59
			17,165.60	9,968.99
	Total Assets		**35,100.02**	**28,760.00**
B	**EQUITY AND LIABILITIES**			
	Equity			
	(a) Equity Share capital	19	3,266.55	2,501.51
	(b) Other Equity	20	(3,047.78)	(15,567.04)
			218.77	**(13,065.53)**
	Liabilities			
	Non-current Liabilities			
	(a) Financial Liabilities			
	Borrowings	21	-	7,199.41
	Lease Liabilities	22	413.04	432.13
	(b) Provisions	23	1,206.58	1,375.02
			1,619.62	**9,006.56**
	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	24	6,702.34	8,842.84
	(ii) Trade payables	25		
	a) Total outstanding dues of Micro enterprises and Small enterprises		8.33	10.48
	b) Total outstanding dues of creditors other than Micro enterprises and Small enterprises		19,104.48	13,316.89
	(iii) Lease Liabilities	26	244.91	81.53
	(iv) Other financial liabilities	27	4,844.54	9,405.51
	(b) Other current liabilities	28	1,891.50	701.52
	(c) Provisions	29	296.90	275.21
	(d) Current Tax Liabilities (Net)	30	168.63	185.00
			33,261.63	**32,818.97**
	Total Equity and Liabilities		**35,100.02**	**28,760.00**

Significant Accounting Policies 6
The accompanying notes are an integral part of these financial statements.

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022

(₹ in Lakhs)

PARTICULARS		Note No.	For the year ended 31 March 2022	For the year ended 31 March 2021
Income :				
Revenue from operations		31	51,118.57	39,251.75
Other Income		32	150.79	240.40
Total Income			**51,269.36**	**39,492.15**
EXPENSES				
(a)	Cost of materials consumed	33	30,493.43	21,787.91
(b)	Purchases of Stock-in-trade		2,014.02	1,064.88
(c)	Changes in inventories of finished goods,stock-in-trade and work-in-progress	34	(2,478.63)	(719.90)
(d)	Employee benefits expense	35	7,480.99	6,414.66
(e)	Finance costs	36	2,061.08	2,307.48
(f)	Depreciation and amortisation expense	37	1,144.98	975.41
(g)	Other expenses	38	10,077.48	8,902.27
Total Expenses			**50,793.35**	**40,732.72**
Profit/(Loss) before exceptional items and tax			**476.01**	**(1,240.57)**
Exceptional item				
	Gain on Extinguishment of Financial Liability (Net)	49	7,636.76	-
Profit/(Loss) before tax			**8,112.77**	**(1,240.57)**
Tax Expense		53		
- Current tax (net)			-	226.80
- Deferred tax (net)			(34.62)	(206.80)
Total tax expense			**(34.62)**	**20.00**
Profit/(Loss) for the year			**8,147.39**	**(1,260.57)**
Other Comprehensive Income/(Loss)				
	(i) Items that will not be reclassified to profit or loss			
	- Acturial gain/ loss on defined benefit obligation		110.98	(64.11)
	- Gain on revaluation of property plant & equipment		35.96	-
	(ii) Income tax effect on above		(34.62)	20.00
Other Comprehensive Income/(Loss) for the year, net of tax			**112.32**	**(44.11)**
Total comprehensive Income/(Loss) for the year			**8,259.71**	**(1,304.68)**
There are no discontinued operations				
Earnings per equity share (Face value of ₹ 10/-)		39		
(1)	Basic- Before Exceptional Items		1.59	(5.04)
(2)	Basic- After Exceptional Items		25.29	(5.04)
(3)	Diluted- Before Exceptional Items		1.58	(5.04)
(4)	Diluted- After Exceptional Items		25.21	(5.04)

Significant Accounting Policies 6

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

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2022

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
A Cash flows from Operating Activities		
Net Profit /(Loss) before Tax	8,112.77	(1,240.57)
Adjustments for:		
Depreciation and amortisation	1,144.98	975.41
(Profit)/Loss on sale/discard of Property, Plant & Equipments (Net)	63.05	43.49
Allowances/(Reversal) for doubtful debts (Net)	(236.36)	(235.02)
Allowances/(Reversal) for Doubtful Loans & advances (Net)	(121.52)	-
Amounts written off	387.20	352.93
Finance Cost	2,061.08	2,307.48
Unrealised Exchange (Gain)/ Loss (Net)	(2.33)	62.94
Fair value (gain)/loss on financial asset measured at fair value	0.40	(0.64)
Share based payment expenses	71.10	20.30
Interest Income	(66.94)	(40.19)
Gain on Extinguishment of Financial Liability	(7,636.76)	-
Amount Written Back	(32.06)	(164.47)
Operating Profit/(Loss) before Working Capital Changes	**3,744.51**	**2,081.67**
Changes in Working Capital:		
Decrease/(Increase) in Trade Receivable	(2,809.89)	1,388.86
Decrease/(Increase) in Non Current Financial Assets-Loans	(27.48)	(38.61)
Decrease/(Increase) in Other Non Current Assets	9.51	(6.24)
Decrease/(Increase) in Other current financial assets	(50.58)	(18.33)
Decrease/(Increase) in Other Current Assets	(665.07)	(1,628.50)
Decrease/(Increase) in Inventories	(2,487.63)	(1,259.55)
Increase/(Decrease) in Other Current-Financial Liabilities	(585.09)	10.57
Increase/(Decrease) in Other Current Liabilities	1,189.98	(329.69)
Increase/(Decrease) in Non Current Provisions	(57.46)	154.74
Increase/(Decrease) in Current Provisions	21.69	(3.69)
Increase/(Decrease) in Trade Payables	5,786.19	1,430.23
Cash Generated from (Used in) Operations	**4068.68**	**1,781.46**
Direct Taxes Paid (Net of Refunds/Prior Years Adjustments)	(16.37)	(113.31)
Net Cash Generated from (Used in) Operating Activities	**4,052.31**	**1,668.15**
B Cash flows from Investing Activities		
Capital Expenditure on Property, Plant & Equipment including Capital Advances	(965.77)	(442.80)
Proceeds from Sale of Property, Plant & Equipment	1,079.81	3.08
Interest Income Received	56.07	40.80
Bank Balance not considered as Cash and Cash Equivalents (Net)	(111.46)	1,203.33
Net Cash generated from (Used in) Investing Activities	**58.65**	**804.41**
C Cash flows from Financing Activities		
Interest and Other Finance Cost	(1,507.55)	(676.19)
Proceeds from issue of equity shares	4,966.25	2.00
Payment of Lease liability (including Interest)	(223.27)	(21.54)
Repayment of Borrowings	(6,093.89)	(1,042.81)
Net Cash generated from (Used in) Financing Activities	**(2,858.46)**	**(1,738.54)**
Net Increase (Decrease) in Cash & Cash Equivalents	**1,252.50**	**734.02**
Cash and Cash equivalents as at the beginning of the Year	996.25	262.23
Cash and Cash Equivalents as at the end of the Year (Refer note 15)	**2,248.75**	**996.25**

Significant Accounting Policies (Reffer Note 6)
The accompanying notes are an integral part of these financial statements.

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

A. Equity Share Capital

Current Year (₹ in Lakhs)

Particulars	Balance as at 1 April 2021	Changes in Equity Share Capital due to Prior Period errors	Restated balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance as at 31 March 2022
Authorised					
5,00,00,000 (Pr. Yr 5,00,00,000 Equity Shares of ₹ 10/- each) Equity Shares of ₹ 10/- each	5,000.00	-	5,000.00	-	5,000.00
	5,000.00	**-**	**5,000.00**	**-**	**5,000.00**
Issued (Refer Note 19)	3,263.05	-	3,263.05	3.50	**3,266.55**
Subscribed and Paid-up (Refer Note 19)	**2,501.51**	-	**2,501.51**	765.04	**3,266.55**

Previous Year (₹ in Lakhs)

Particulars	Balance as at 1 April 2020	Changes in Equity Share Capital due to Prior Period errors	Restated balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance as at 31 March 2021
Authorised					
Nil (Pr. Yr. - 20,00,000 Preference Shares of ₹100/- each) Preference shares of ₹ 100/- each	2,000.00	-	2,000.00	(2,000.00)	-
5,00,00,000 (Pr. Yr 3,00,00,000 Equity Shares of ₹ 10/- each) Equity Shares of ₹ 10/- each	3,000.00	-	3,000.00	2,000.00	5,000.00
	5,000.00		**5,000.00**	-	**5,000.00**
Issued (Refer Note 19)	2,499.51	-	2,499.51	763.54	**3,263.05**
Subscribed and Paid-up (Refer Note 19)	2,499.51	-	2,499.51	2.00	**2,501.51**

B. Other Equity

(₹ in Lakhs)

Particulars	Other equity							Total Other Equity
	Reserves and Surplus							
	Capital Reserve	Securities Premium Account	Debenture Redemption Reserve	General Reserve	Employee Stock Option Outstanding	Revaluation Surplus	Retained Earnings	
Balance as at 1 April 2020	**683.41**	**5,999.67**	**412.25**	**1,323.52**	**21.55**	**-**	**(22,723.07)**	**(14,282.66)**
Changes in accounting policy/prior period	-	-	-	-	-	-		-
Restated balance as at 1 April 2020	**683.41**	**5,999.67**	**412.25**	**1,323.52**	**21.55**	**-**	**(22,723.07)**	**(14,282.66)**
Profit/(Loss) for the year							**(1,260.57)**	**(1,260.57)**
Other comprehensive income/(loss) (net of tax)							(44.11)	(44.11)
Total comprehensive income/(loss)						**-**	**(1,304.68)**	**(1,304.68)**
Shares alloted during the year								-
Share based payments of employees					20.30			20.30
ESOP exercised during the year		7.92			(7.92)			-
Balance as at 31 March 2021	**683.41**	**6,007.59**	**412.25**	**1,323.52**	**33.93**	**-**	**(24,027.75)**	**(15,567.04)**
Changes in accounting policy/prior period	-	-	-	-	-	-	-	
Restated balance as at 1 April 2021	**683.41**	**6,007.59**	**412.25**	**1,323.52**	**33.93**	**-**	**(24,027.75)**	**(15,567.04)**
Profit/(Loss) for the year							8,147.39	8,147.39
Other comprehensive income/(loss) (net of tax)						35.96	76.35	112.31
Total comprehensive income/(loss)						**35.96**	**8,223.74**	**8,259.70**
Shares alloted during the year		**4,188.46**						**4,188.46**
Share based payments of employees					71.10			71.10
ESOP exercised during the year		12.76			(12.76)			-
Additional amortisation due to revaluation of leasehold land						(3.19)	3.19	-
Balance as at 31 March 2022	**683.41**	**10,208.81**	**412.25**	**1,323.52**	**92.27**	**32.77**	**(15,800.81)**	**(3,047.78)**

Nature of each reserve and surplus

Capital Reserve:-This Reserve repesents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations earlier.

Securities Premium Account:- This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Debenture Redemption Reserve:- This reserve is created out of the retained earnings for the amount of debentures to be redeemed, as per the provisions of Companies Act, 2013.

General reserve:- This Reserve is created by an appropriation from one component of equity to another, not being an item of other comprehensive income.

Employee Stock Option Outstanding:-This Reserve relates to stock options granted by the Company to employees. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.

Retained earnings:- This is net surplus or deficit in the statement of profit and loss.

Revaluation Surplus:- This reserve represents surplus on revaluation of Freehold & Leashold land. Amount equivalent to additional amortisation due to revaluation of leasehold land is transferred to retained earnings

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

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1. **CORPORATE INFORMATION:**

Wanbury Limited ("the Company") is a public limited company incorporated and domiciled in India.

Its shares are listed on Bombay Stock Exchange and National Stock Exchange. The Registered office of the Company is located at BSEL Tech Park, B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703.

The Company is engaged in the business of pharmaceutical and related activities, including research. The financial statements of the Company for the year ended 31 March 2022 are approved for issue by the Company's Board of Directors on 22 June 2022.

2. **BASIS OF PREPARATION**

These financial statements are prepared in accordance with Indian Accounting Standard ('Ind AS'), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India ('SEBI'). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

3. **FUNCTIONAL AND PRESENTATION CURRENCY**

The financial statements are presented in Indian Rupees ('INR' or 'Rupees' or '₹' or '₹') which is the functional currency for the Company.

4. **ROUNDING OFF OF AMOUNTS**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh.

5. **CURRENT VERSUS NON-CURRENT CLASSIFICATION**

The assets and liabilities in the balance sheet are presented based on current/non-current classification.

An asset is a current asset when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets.

A liability is a current liability when it is:

- Expected to be settled in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non-current liabilities.

Deferred tax assets and liabilities are classified as non- current assets and liabilities respectively.

Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of the assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

6. **SIGNIFICANT ACCOUNTING POLICIES:**

   a. **Property, plant and equipment:**

   All items of Property, plant and equipment other than freehold land are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Freehold land is stated at revalued amount.

   Revaluation of Land is made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date. When the fair value differs materially from its carrying amount, the carrying amount is adjusted to the revalued amount. The fair value is determined based on appraisal undertaken by a professionally qualified valuer.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Cost includes cost of acquisition, installation or construction, other direct expenses incurred to bring the assets to its working condition and finance costs incurred up to the date the asset is ready for its intended use and excludes GST eligible for credit/setoff, wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

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.

All identifiable Revenue expenses including interest incurred in respect of various projects/expansion, net of income earned during the project development stage prior to its intended use, are considered pre-operative expenses and disclosed under Capital Work-in-Progress.

Capital expenditure on tangible assets for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

Property, plant and equipment are derecognised either on disposal or when retired from active use. Losses arising in the case of the retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Depreciation & Amortisation:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on the property, plant and equipment is provided based on straight line method, over the useful life of the assets as specified in Schedule II to the Companies Act, 2013. Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis. Right-of-use assets are depreciated from the commencement date/revaluation date on a straight-line basis over the shorter of the lease term and balance useful life of the underlying asset. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of the land is beyond the life of the building. In other cases, building constructed on leasehold lands are amortised over the primary lease period of the lands.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Advances given towards acquisition of Property, plant and equipment outstanding at Balance sheet date are disclosed as Capital Advances under "Non Current Assets - Others".

b. Intangible Assets:

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably.

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment loss, if any.

Internally generated intangibles, excluding development costs as defined in Ind AS, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

Software is amortised over their estimated useful life on straight line basis from the date they are available for intended use or the period of the license as applicable, subject to impairment test.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets is derecognised.

Research and Development:

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalized. These costs are charged to the respective heads in the Statement of Profit and Loss in the year it is incurred. The amount capitalized comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

and making the asset ready for its intended use. Property, plant and equipment and Other Intangible Assets utilized for research and development are capitalized and depreciated/ amortised in accordance with the policies stated for Property, plant and equipment and Other Intangible Assets.

c. Non-Current assets held for sale:

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use and a sale is considered highly probable. Non-current assets as held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. These assets are presented separately in balance sheet. Property, plant and equipment are not depreciated once classified as held for sale.

d. Impairment of Non-Financial Assets:

The carrying amount of Non-Financial Assets (other than inventories and deferred tax assets)/ Cash Generating Units ('CGU') are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised in the Statement of Profit and Loss wherever the carrying amount of a Non-Financial Assets / CGU exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the assets. A previously recognised impairment loss is increased or reversed depending on the changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortization, if there was no impairment.

e. Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:

Classification:

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL'), on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement:

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement:

For the purpose of subsequent measurement, financial assets are classified in two broad categories:

- Financial assets at fair value (FVTPL/FVTOCI)
- Financial assets at amortised cost

When assets are measured at fair value, gains and losses are either recognised in the statement of profit and loss (i.e. fair value through profit or loss- FVTPL), or recognised in other comprehensive income (i.e. fair value through other comprehensive income -FVTOCI).

Financial Assets measured at amortised cost (net of write down for impairment, if any):

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method less impairment, if any. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets measured at Fair value through other comprehensive income ('FVTOCI'):

Financial assets under this category are measured initially as well as at each reporting date at fair value, when asset is held within a business model, whose objective is to hold assets for both collecting contractual cash flows and selling financial assets. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (‘FVTPL’):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss. Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL.

Investment in Subsidiary:

Investment in equity instruments of subsidiaries are measured at cost as per IND AS 27. In the financial statements, investments in subsidiary companies are carried at cost. The carrying amount is reduced to recognise any impairment in the value of investment.

Derecognition of Financial Assets:

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Impairment of Financial Assets (Other than at Fair Value):

In accordance with Ind AS 109, The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets measured at amortised cost and FVTOCI debt instrument.

The company follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial Liabilities:

Classification:

The Company classifies all financial liabilities as subsequently measured at amortised cost or FVTPL.

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Interest bearing Loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (‘EIR’) method. Gains and Losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit & Loss.

Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivative Financial Instrument:

Company uses derivative financial instruments, such as forward currency contracts to mitigate its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any changes therein are generally recognised in the statement of profit and loss.

f. Inventories:

Raw materials and packing materials are valued at lower of cost and net realizable value, cost of which includes duties and taxes - net of set-offable GST/Custom Duty wherever applicable. Finished products including traded goods and work-in-progress are valued at lower of cost and net realizable value. Cost is arrived on moving average basis.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The cost of inventories have been computed to include all cost of purchases, cost of conversion, standard overheads and other related cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses necessary to make the sale.

Slow and non-moving material, product nearing expiry obsolesces defective inventory are fully provided for and valued at net realizable value.

Goods and materials in transit are valued at actual cost incurred up to the reporting date.

Materials and other items held for use in production of inventories are not written down, if the finished products in which they will be used are expected to be sold at or above cost.

g. Trade Receivables :

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost, less loss allowance.

h. Cash and Cash Equivalents :

Cash and Cash Equivalents comprise of cash on hand and cash at bank including fixed deposit/highly liquid investments with original maturity period of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company’s cash management.

i. Cash Flow Statements :

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash in 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 is segregated.

j. Foreign Currency Transactions:

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.

Monetary items, denominated in foreign currencies at the reporting date are re-measured at the exchange rate prevailing on the reporting date. Non-monetary foreign currency items denominated in foreign currency are carried at cost and not re-measured at the exchange rate prevailing as at reporting date.

Any income or expense on account of exchange difference either on settlement or on re-measurement is recognised in the statement of profit and loss.

k. Revenue Recognition :

The Company derives revenue primarily from sale of manufactured goods and traded goods

The Company applied Indian Accounting Standard 115 (Ind AS 115) –‘Revenue from contracts with customers’ and Revenue from the sale of goods is recognized – net of returns, discount and rebates and taxes collected from customers - if the following conditions are met:

- The significant risks and rewards of ownership of the goods have been transferred to the buyer.
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.
- The amount of revenue can be measured reliably.
- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The transaction price is documented on the sales invoice and payment is generally due as per agreed credit terms with customer.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

A receivable is recognised when the goods are delivered as this is the point of time that the consideration is unconditional because only the passage of time is required before the payment is done.

Dividend income is recognised when right to receive dividend is established. Interest income is recognised on time proportion basis. Insurance and other claims are recognised as revenue on certainty of receipt on prudent basis.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same. Export benefit receivables are carried at net realisable value.

I. Employee Benefits :

(i) **Short term employee benefits**

All employee benefits payable wholly within twelve months from reporting date are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives and the expected cost of bonus ex-gratia etc are recognised during the period in which the employee renders related service.

(ii) **Defined benefit plans**

Gratuity plan

The Company provides for gratuity, a defined benefit retirement plan (‘the Gratuity Plan’) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the Company.

Liabilities with regard to Gratuity Plan are determined by actuarial valuation, Performed by an independent actuary, at each balance sheet date using the Projected Unit Credit Method.

The Company contributes all ascertained liabilities to the group gratuity scheme with Life Insurance Corporation of India as permitted by laws of India.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. The Company recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. The effect of any plan amendments are recognised in the statement of profit and loss.

Compensated absences

Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

Liability in respect of Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at the present value of the defined benefit obligation at the balance sheet date.

Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

(iii) **Defined contribution plans**

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

m. Employees Stock Options Plans ("ESOPs") :

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in Equity under "Employee Stock Options Outstanding Reserve". At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the statement of profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the Employee Stock Options Outstanding Reserve. The Company recognises compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment.

n. Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the terms agreed. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost.

o. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lenders agree, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

p. Borrowing Costs :

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

q. Lease :

The Company lease assets primarily consists of office premises which are generally cancellable and leasehold land. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The right-of-use assets other than leasehold land are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Leasehold land are stated at revalued amount. Right-of-use assets are depreciated from the commencement date/Revaluation date on a straight-line basis over the shorter of the lease term and balance useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and the lease payments have been classified as financing cash flows.

r. Government Grant

Grants from the Government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all the attached condition.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

s. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period [including instruments which are mandatorily convertible into equity shares of the Company (if any)]. Diluted earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

t. Income Taxes :

Income tax expense comprises current and deferred income tax.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of prior periods. It is measured using tax rates and tax laws that have been enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the company;

- Has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

u. Provisions, contingent Liabilities, contingent assets and commitments:

Provision (legal and constructive) are recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for;

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimates is possible;
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

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

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets and Non-cancellable operating lease.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

v. Fair value measurement:

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date in accordance with IND AS 113. Financial Statements have been prepared on the historical cost basis except for the following material items in the statement of financial position;

- Derivative financial instruments, if any, are measured at fair value received from Bank.
- Employee Stock Option Plan (ESOP) at fair value as per Actuarial Valuation Report.

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

For assets and liabilities that are recognised in the financial statements on a recurring basis, Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

w. Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to the significance of their nature or amount.

x. Recent accounting pronouncements:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1 April 2022, as below:

Ind AS 103 – Reference to conceptual framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

Ind AS 16 – Property Plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

Ind AS 37 – onerous contracts - costs of fulfilling a contract

The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts.

Ind AS 109 – Annual improvements to ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the ‘10%’ test of Ind AS 109 in assessing whether to derecognise a financial liability.

The Company will evaluate these amendments to give effect as required by law.

7. **CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS:**

The preparation of standalone Company’s financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and under lying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

The areas involving estimates or judgments are as follows:

Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID 19)

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, tangible and intangible assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information on the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company’s financial statements may differ from that estimated as at the date of approval of these financial statements.

a. Property, plant and equipment :

Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. Assumptions also need to be made, when Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

b. **Allowance for Inventories :**

Management reviews the inventory age listing on a periodic basis. The review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statement for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the Company's financial statements.

Management also reviews net realisable value for all its inventory and is satisfied that adequate allowance has been made in the financial statements.

c. **Intangible Assets :**

Internal technical or user team assesses the remaining useful lives of Intangible assets. Management believes that assigned useful lives are reasonable.

d. **Recognition and measurement of defined benefit obligations :**

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

e. **Recognition of deferred tax assets and income tax :**

Deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

f. **Recognition and measurement of other provisions :**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

g. **Contingencies :**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

h. **Allowance for uncollected accounts receivable and advances :**

Trade receivables do not carry any interest and are stated at values as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management considers them not collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

The impairment provisions for financial assets are based on assumption about risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

i. **Insurance Claims :**

Insurance claims are recognised when the Company has reasonable certainty of recovery.

j. **Impairment Reviews :**

Impairment exists when the carrying value of an non-financial asset or cash generating unit ('CGU') exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

8.1 PROPERTY, PLANT & EQUIPMENTS

Current Year (₹ in Lakhs)

	Description	Gross Block				Accumulated Depreciation/Amortisation				Net Block
		As at 01 April 2021	Addition/ Adjustment	Deduction/ Adjustment	As at 31 March 2022	As at 01 April 2021	for the Period	Deduction/ Adjustment	As at 31 March 2022	As at 31 March 2022
		(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
A	**Property, Plant & Equipments**						-			
	Free Hold Land	4,739.81	896.54	1,717.33*	3,919.02	-	262.37	-	-	3,919.02
	Factory Building	5,021.33	341.31		5,362.64	1,169.38	542.55		1,431.75	3,930.89
	Plant & Machinery	9,355.05	443.98	56.07	9,742.96	2,672.10	24.98	20.26	3,194.39	6,548.57
	Furniture & Fixtures	300.78	0.47		301.25	170.51	2.69		195.49	105.76
	Vehicles	131.08	-		131.08	122.78	15.25		125.47	5.61
	Office Equipments	151.58	30.77		182.35	130.16	7.96		145.41	36.94
	Electrical Installations	101.31	-		101.31	57.40	60.82		65.36	35.95
	Laboratory Equipments	600.64	18.57		619.21	290.51	13.51		351.33	267.88
	Computers	114.98	12.09		127.07	93.11			106.62	20.45
	Total	**20,516.56**	**1,743.73**	**1,773.40**	**20,486.90**	**4,705.95**	**930.13**	**20.26**	**5,615.82**	**14,871.08**
B	**Other Intangible Asset**									
	Software	137.65		-	137.65	114.90	12.63	-	127.52	10.13
	Total	**137.65**	**-**	**-**	**137.65**	**114.90**	**12.63**	**-**	**127.52**	**10.13**
C	**Capital Work In Progress (Refer note 8.8)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**234.68**
	Total (A+B+C)	**20,654.21**	**1,743.73**	**1,773.40**	**20,624.55**	**4,820.85**	**942.75**	**20.26**	**5,743.34**	**15,115.89**

*** includes ₹ 787.33. Lakhs Refer note 8.6**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

8.2 Previous Year

(₹ in Lakhs)

	Description	Gross Block				Accumulated Depreciation/Amortisation				Net Block
		As at 01 April 2020	Addition/ Adjustment	Deduction/ Adjustment	As at 31 March 2021	As at 01 April 2020	for the Period	Deduction/ Adjustment	As at 31 March 2021	As at 31 March 2021
		(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
A	**Property, Plant & Equipments**									
	Free Hold Land	4,739.81	-	-	4,739.81	-	-	-	-	4,739.81
	Factory Building	4,513.03	508.29	-	5,021.33	923.78	245.60	-	1,169.38	3,851.95
	Plant & Machinery	9,134.98	298.29	78.22	9,355.05	2,158.46	547.03	33.39	2,672.10	6,682.96
	Furniture & Fixtures	302.19	1.60	3.00	300.78	146.42	25.62	1.53	170.51	130.27
	Vehicles	129.33	1.75	-	131.08	116.21	6.57	-	122.78	8.30
	Office Equipments	143.98	7.76	0.15	151.58	111.38	18.91	0.13	130.16	21.42
	Electrical Installations	101.31	-	-	101.31	49.44	7.96	-	57.40	43.91
	Laboratory Equipments	588.28	12.81	0.45	600.64	231.35	60.36	1.20	290.51	310.13
	Computers	100.46	14.52	-	114.98	83.10	10.01	-	93.11	21.87
	Leasehold Improvement	-	-	-	-	-	-	-	-	-
	Total	**19,753.37**	**845.01**	**81.82**	**20,516.56**	**3,820.14**	**922.06**	**36.26**	**4,705.94**	**15,810.61**
B	**Other Intangible Asset**									
	Software	134.90	2.75	-	137.65	93.61	21.29	-	114.90	22.75
	Total	**134.90**	**2.75**	**-**	**137.65**	**93.61**	**21.29**	**-**	**114.90**	**22.75**
C	**Capital Work In Progress (Refer note 8.8)**			**-**	**-**	**-**	**-**	**-**	**-**	**1,101.48**
Total (A+B+C)		**19,888.26**	**847.76**	**81.82**	**20,654.21**	**3,913.75**	**943.35**	**36.26**	**4,820.84**	**16,934.84**

8.3 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.

8.4 Capital Work in Progress includes Machinery under installation, Construction material purchases and other assets under erection. It includes ₹ Nil (Pr. Yr. - ₹ 896.54 Lacs) of erstwhile PPIL (Refer Note 46a).

8.5 Right of use assets

(₹ in Lakhs)

Description	Gross Block				Accumulated Depreciation				Net Block
	As at 01 April 2021	Addition/ Adjustment	Deduction/ Adjustment	As at 31 March 2022	As at 01 April 2021	for the Period	Deduction/ Adjustment	As at 31 March 2022	As at 31 March 2022
	(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
Lease Hold Land	421.31	823.29 *		1,244.60	12.62	9.45	-	22.07	1,222.53
Lease Hold Premises	522.12	304.06	-	826.18	25.75	192.77		218.52	607.66
Total	**943.43**	**1,127.35**	**-**	**2,070.78**	**38.37**	**202.22**	**-**	**240.59**	**1,830.19**

*** Refer note 8.6**

Previous Year

(₹ in Lakhs)

Description	Gross Block				Accumulated Depreciation				Net Block
	As at 01 April 2020	Addition/ Adjustment	Deduction/ Adjustment	As at 31 March 2021	As at 01 April 2020	for the Period	Deduction/ Adjustment	As at 31 March 2021	As at 31 March 2021
	(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
Lease Hold Land	421.31	-	-	421.31	6.31	6.31	-	12.62	408.69
Lease Hold Premises	-	522.12	-	522.12	-	25.75		25.75	496.37
Total	**421.31**	**522.12**	**-**	**943.43**	**6.31**	**32.06**	**-**	**38.37**	**905.05**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

8.6 During the year ended the Company has revalued Land on 15 January 2022 as per the valuation report by approved valuer and Net surplus of ₹ 35.96 Lakhs has been credited to Revaluation Surplus.

Property	Revaluation Amt
Freehold Land	(787.33)
Leasehold Land	823.29
Net Revaluation Gain (₹ in lakhs)	**35.96**

8.7 Details of the title deeds of certain factory building and leasehold land which are not in the name of the Company are as under.

As on 31 March 2022

Relevant line item in Balance sheet	Description of item of property	Gross carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is promoter/ director or relative/ employee of promoter/director	Property held since	Reason for not being held in the name of the company
Property, Plant & Equipments	Factory Building	111.80	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Property, Plant & Equipments	Factory Building	14.68	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	8.79	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	446.62	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Non-Current Assets classified as held for sale	Office Premises	196.54	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger

As on 31 March 2021

Relevant line item in Balance sheet	Description of item of property	Gross carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is promoter/ director or relative/ employee of promoter/director	Property held since	Reason for not being held in the name of the company
Property, Plant & Equipments	Factory Building	111.80	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Property, Plant & Equipments	Factory Building	14.68	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Property, Plant & Equipments	Freehold Land	2,936.25	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Capital Work in Progress	CWIP	896.54	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Right of use assets	Leasehold Land	7.82	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	397.59	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Non-Current Assets classified as held for sale	Office Premises	196.54	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger

8.8 Capital Work in Progress

Ageing of Capital work-in-progress as on 31 March 2022 is as follows:

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	234.68	-	-	-	234.68
	234.68	**-**	**-**	**-**	**234.68**

*Project execution plans are assessed on an annual basis and all the projects are executed as per rolling annual plan.

Ageing of Capital work-in-progress as on 31 March 2021 is as follows:

(₹ in Lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	204.94	-	-	896.54	1,101.48
	204.94	**-**	**-**	**896.54**	**1,101.48**

*Project execution plans are assessed on an annual basis and all the projects are executed as per rolling annual plan.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
9	**Non Current Investments**		
9.1	**Investment in Equity Instruments**		
	(i) In Subsidiaries Companies - Unquoted (at cost/deemed cost)		
	Ningxia Wanbury Fine Chemicals		
	13,260 (Pr. Yr. - 13,260) Share of USD 1 each fully paid up	-	-
	Wanbury Holding B. V.		
	6,489 (Pr. Yr. - 6,489) Ordinary Share of Euro 1,000 each fully paid up	-	-
	(Pledged with Banks against loan given to the Cantabria Pharma S.L.)		
	Advance for Pending Allotment of ordinary shares	-	-
	Wanbury Global FZE		
	5 (Pr. Yr. - 5) Shares of AED 1,00,000 each fully paid up	-	-
	Quasi Share Capital	-	-
	(ii) In Others - Unquoted (Fair Value through Profit & Loss)		
	The Saraswat Co-op. Bank Ltd.		
	706 (Pr. Yr. - 706) Equity Share of ₹ 10 each fully paid up	0.07	0.07
	The Shamrao Vithal Co-op. Bank Ltd.		
	100 (Pr. Yr. - 100) Equity Share of ₹ 25 each fully paid up	0.03	0.03
	Bravo Healthcare Limited		
	12,71,250 (Pr. Yr. - 12,71,250) Equity Share of ₹ 10 each fully paid up	-	-
	(iii) In Others - Quoted (Fair Value through Profit & Loss)		
	Bank of India		
	1,800 (Pr. Yr. - 1,800) Equity Share of ₹ 10 each fully paid up	0.83	1.22
		0.93	**1.32**
	Less: Provision for diminution in value of investments		-
9.2	Aggregate carrying value of quoted investments	0.83	1.22
9.3	Aggregate market value of quoted investments	0.83	1.22
9.4	Aggregate carrying value of unquoted investments	0.10	0.10
9.5	Aggregate amount of impairment in value of investments	-	-
9.6	Details of investments at cost which has been fully provided for diminution in the value in the earlier years:		
	Ningxia Wanbury Fine Chemicals		
	13,260 (Pr. Yr. - 13,260) Share of USD 1 each fully paid up	5.29	5.29
	Wanbury Holding B. V.		
	6,489 (Pr. Yr. - 6,489) Ordinary Share of Euro 1,000 each fully paid up	3,849.02	3,849.02
	Advance for Investment Pending Allotment	10,004.46	10,004.46
	Wanbury Global FZE		
	5 (Pr. Yr. - 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 (Pr. Yr. - 12,71,250) Equity Share of ₹ 10 each fully paid up	53.40	53.40

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
10	**Non Current Financial Assets - Others**		
	(Unsecured, considered good, unless otherwise stated)		
	In Deposit Accounts with Banks (Under Lien)		
	-with original maturity of more than 12 months from balance sheet date	39.72	36.86
	Interest Accrued on fixed deposit with Banks	4.74	0.01
	Security Deposits	331.65	310.39
		376.11	**347.26**
11	**Deferred Tax Assets**		
	MAT Credit Entitlement	563.19	563.19
		563.19	**563.19**
12	**Non Current Assets - Others**		
	Capital Advances	48.11	29.84
	Prepaid Expenses	-	9.50
		48.11	**39.35**
13	**Inventories**		
	Raw Materials and Packing Materials	899.52	898.36
	Work-in-Progress	751.61	265.27
	Finished Goods (including in transit ₹ 1,176.99 Lakhs, Pr. Yr. ₹ 756.55 Lakhs)	2,631.25	995.19
	Stock-in-Trade	666.81	310.58
	Fuel	23.72	15.88
		4,972.91	**2,485.28**
14	**Trade Receivables**		
	(Unsecured, considered good unless otherwise stated)		
	Trade receivables considered good	6,279.92	3,446.75
	Trade receivables which have significant increase in credit risk	220.66	457.12
		6,500.58	3,903.87
	Less: Allowance for doubtful trade receivables	220.66	457.12
	Total Trade Receivables	**6,279.92**	**3,446.75**
	Break-up of Security details		
	(i) Trade receivables considered good - Secured	**-**	**-**
	(ii) Trade receivables considered good - Unsecured	6,279.92	3,446.75
	(iii) Trade receivables which have significant increase in credit risk	220.66	457.12
	(iv) Trade receivables - Credit impaired	-	-
	Total	6,500.58	3,903.87
	Less: Allowance for doubtful trade receivables	220.66	457.12
	Total Trade Receivables	**6,279.92**	**3,446.75**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Trade receivable ageing schedule for the year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	6261.21	7.26	6.05	0.03	5.37	6,279.92
Undisputed Trade Receivables – which have significant increase in credit risk	0.51	0.07	36.35	27.43	156.30	220.66
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total (a)	**6261.72**	**7.33**	**42.40**	**27.46**	**161.67**	**6500.58**
Allowance for doubtful trade receivable						220.66
Total (b)	**-**	**-**	**-**	**-**	**-**	**220.66**
Total [(a)-(b)]						**6,279.92**

Trade receivable ageing schedule for the year ended 31 March 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	2,692.57	534.60	164.18	25.21	30.18	3,446.75
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	59.34	44.11	353.66	457.12
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total (a)	**2,692.57**	**534.60**	**223.52**	**69.33**	**383.85**	**3,903.87**
Allowance for doubtful trade receivable						457.12
Total (b)	**-**	**-**	**-**	**-**	**-**	**457.12**
Total [(a)-(b)]						**3,446.75**

The carrying amounts of the trade receivables include receivables which are subject to factoring arrangement. Under this arrangement, the company has transferred the relevant receivables to the “Factor” in exchange for cash and is prevented from selling or pledging the reeceivables. However, the Company has retained late payment and credit risk. The Company therefore continues to recognise the transferred assets in thier entirety in its balance sheet. The amount repayable under the factoring agreement is presented as secured borrowing. The Company considers the held to collect business model to remain appropriate for these receivables and hence continues measuring them at amortised cost.

The relevant carrying amount are as follows:

Total transferred receivables	347.12	170.98
Associated secured borrowings (Note 24)	286.37	151.46

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
15	**Cash and Cash Equivalents**		
	Balances with Banks:		
	- In Current Account	2,239.14	987.12
	- In EEFC Account	4.90	6.11
	Cash on Hand	4.71	3.02
		2,248.75	**996.25**
16	**Bank Balances other than Cash and Cash Equivalents**		
	In Deposit Accounts with Banks (Under Lien)		
	-with original maturity of more than 3 months and upto 12 months	262.40	156.67
	-with original maturity of more than 12 months (within 12 months from Balance Sheet date)	2.89	0.37
	In Deposit Accounts with Banks (Others)		
	-with original maturity of more than 3 months and upto 12 months	13.35	13.01
		278.64	**170.04**
17	**Current Financial Assets - Others**		
	Interest Accrued on fixed deposit with Banks	3.24	0.26
	Export Benefit Receivable	111.51	60.93
		114.75	**61.20**
18	**Other Current Assets - Non Financial**		
	(Unsecured, considered good, unless otherwise stated)		
	Advance to Related Parties (Refer Note 59):		
	- Considered Good	-	-
	- Considered Doubtful	7,291.07	7,291.07
		7,291.07	7,291.07
	Less: Allowance for Doubtful Advances to Related Parties	7,291.07	7,291.07
		-	-
	Advance to Employees:		
	- Considered Good	35.85	86.02
	- Considered Doubtful	170.65	170.09
		206.50	256.11
	Less: Allowance for Doubtful Advances to Employees	170.65	170.09
		35.85	86.02
	Advance to Suppliers other than Capital Advances		
	- Considered Good	29.11	102.34
	- Considered Doubtful	56.90	178.98
		86.01	281.32
	Less: Allowance for Doubtful Advances to Suppliers	56.90	178.98
		29.11	102.34
	Prepaid Expenses	196.95	86.68
	Export Benefit Receivable	128.06	626.60
	Other receivables	100.00	-
	Balance with Statutory/Government Authorities:		
	- VAT Receivable	49.62	104.20
	- GST Receivable	2,534.50	1,430.03
		3,074.09	**2,435.88**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

	31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
19 Share Capital		
Authorised		
5,00,00,000 (Pr. Yr. 5,00,00,000 Equity Shares of ₹ 10/- each) Equity Shares of ₹ 10/- each	5,000.00	5,000.00
	5,000.00	**5,000.00**
Issued		
3,26,65,498 (Pr. Yr. 3,26,30,498) Equity Shares of ₹ 10/- each fully paid up	3,266.55	3,263.05
Subscribed and Paid-Up		
3,26,65,498 (Pr. Yr. 2,50,15,117) Equity Shares of ₹ 10/- each fully paid up	3,266.55	2,501.51
Total Share Capital	**3,266.55**	**2,501.51**

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

Particulars	31 March 2022		31 March 2021	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the year	2,50,15,117	2,501.51	2,49,95,117	2,499.51
Add: Prefential allotment of equity shares during the year	76,15,381	761.54	-	-
Add: Equity Shares allotted during the year against options exercised under 'Employee Stock Options Plan 2016'	35,000	3.50	20,000	2.00
Shares outstanding at the end of the year	**3,26,65,498**	**3,266.55**	**2,50,15,117**	**2,501.51**

19.2 Terms/Rights attached to equity shares

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

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

19.3 Outstanding Options to subscribe to equity shares

11,25,236 warrants of the face value of ₹ Nil have been allotted to the shareholders of Erstwhile PPIL as per the BIFR order. The warrant holders have the right to subscribe to one equity share of ₹ 10/- each at the premium of ₹ 125/- per share which is exercisable within five years from 27 June 2007,being the date of allotment of the warrants. Refer note 46a.

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of face value of ₹ 1,000/- each were allotted to the lenders of erstwhile PPIL pursuant to the order dated 24 April 2007 of Hon'ble BIFR. OFCD were convertible between 1 November 2008 and 30 April 2012 into its equity shares at a price of ₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right. Refer note 46a.

Refer Note 47 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.

19.4 Shares held by promoters as at 31 March 2022

Promoter name	As at 31 March 2022			As at 31 March 2021		
	No. of shares	% of holding of total shares	% Change during the year	No. of shares	% of holding of total shares	% Change during the year
Kingsbury Investments Inc	30,24,000	9.26	-	30,24,000	12.09	-
Expert Chemicals (India) Pvt. Ltd.	1,00,05,561	30.63	-	1,00,05,561	40.00	-
Total promoters shares outstanding	**1,30,29,561**	**39.89**	**-**	**1,30,29,561**	**52.09**	**-**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

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

Name of Shareholder	31 March 2022		31 March 2021	
	No. of Shares	% of holding of total shares	No. of Shares	% of holding of total shares
Kingsbury Investments Inc	30,24,000	9.26	30,24,000	12.08
Expert Chemicals (India) Pvt. Ltd.	1,00,05,561	30.63	1,00,05,561	39.96
Edelweiss Assets Reconstruction Company Limited (EARC)	-	-	17,50,000	7.00%
Elizabeth Mathew	18,46,153	5.65	-	-

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.

19.6 Equity Shares reserved for issuance:

Particulars	31 March 2022	31 March 2021
	No of Shares of FV ₹ 10	No of Shares of FV ₹ 10
Employee Stock Options Plan 2016 of the Company	9,18,464	9,53,464
Convertible warrants	54,50,000	-

19.7 The Company has neither alloted 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.

19.8 During the previous year, by the special resoultion in Extra ordinary General Meeting held on 20 March 2021, the Authorised Share Capital of the Company aggregating to ₹ 50,00,00,000 which consist of 3,00,00,000 Equity Shares of ₹ 10/- each and 20,00,000 Preference Shares of ₹ 100/- each has been reclassified to ₹ 50,00,00,000 consisting of 5,00,00,000 Equity Shares of ₹ 10/- each.

19.9 In the Extra-ordinary General Meeting of members held on 20 March 2021, the Company approved the issue and allotment of 76,15,381 equity shares of ₹10 each on preferential basis to Non promoter group at issue price of ₹ 65 per share (including premium of ₹ 55 per equity share) for a consideration of ₹ 49,49,99,765/-. The same have been alloted on 22nd April 2021.'

19.10 In accordance with SEBI regulations, during the year ended 31 March 2022, with the approval of members by the Special resolution in the Extra Ordinary General meeting held on 17 March 2022, the Board is entitled to issue and allot 54,50,000 convertible share warrants to promoter group company on preferntial basis at issue price of ₹ 105 per warrant. 25% of issue price to be received at the time of issue and allotment of warrants. 75% of issue price to be received at the time of allotment of shares. Each warrant is convertible into 1 fully paid equity share of ₹ 10 each. All of the above 54,50,000 warrants are still outstanding for conversion into equity shares of the company.

19.11 The Company is not a subsidiary company.

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
20	**Other Equity**		
	Capital Reserves	683.41	683.41
	Securities Premium Account	10,208.81	6,007.60
	Debenture Redemption Reserve	412.25	412.25
	General Reserve	1,323.52	1,323.52
	Employee Stock Option Outstanding	92.27	33.93
	Revaluation Reserve	32.77	-
	Retained Earnings	(15,800.81)	(24,027.75)
	Total other equity	**(3,047.78)**	**(15,567.04)**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

	31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
21 Non-current Financial Liabilities - Borrowings		
Term loans (Secured)		
From Others (Rupee)	-	7,199.41
	-	**7,199.41**

21.1 Net debt reconciliation

This section sets out an analysis of debt and the movements in net debt for the current period:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Cash and cash equivalents	2,248.75	996.25
Non-current Borrowings	-	(7,199.41)
Current Borrowings	(1,320.63)	(1,642.10)
Current maturities of long term borrowings	(5,381.71)	(4,189.00)
Interest accrued	(237.10)	(2,714.92)
Unpaid dues	(739.88)	(5,482.98)
Other Current Financial Liability	(3,519.96)	(3,541.86)
Lease liabilities	(657.95)	(513.65)
Net Debt	**(9,608.48)**	**(24,287.67)**

(₹ in Lakhs)

Particulars	Cash and Cash equivalent	Liability from financing activities	Total
Balance as on 1 April 2021	**996.25**	**(25,283.92)**	**(24,287.67)**
Cash inflows/(outflows)	1,252.50	6,093.89	7,346.39
Interest expense for the year	-	(1,997.58)	(1,997.58)
Interest payment	-	1,507.55	1,507.55
Revaluation of foreign currency borrowings	-	8.00	8.00
Additional Lease liabilities	-	(303.73)	(303.73)
Repayment of Lease liabilities	-	159.76	159.76
Gain on extinguishment of loan liability		7,636.76	7,636.76
Repayment of liability against Corporate Guarantee	-	322.04	322.04
Closing balance as on 31 Mar 2022	**2,248.75**	**(11,857.23)**	**(9,608.48)**

(₹ in Lakhs)

Particulars	Cash and Cash equivalent	Liability from financing activities	Total
Balance as on 1 April 2020	**262.23**	**(24,288.22)**	**(24,025.99)**
Cash inflows/(outflows)	734.02	1,042.81	1,776.83
Interest expense for the year	-	(2,294.41)	(2,294.41)
Interest payment	-	676.19	676.19
Revaluation of foreign currency borrowings	-	(3.07)	(3.07)
Lease liabilities	-	(535.19)	(535.19)
Repayment of Lease liabilities		21.54	21.54
Repayment of liability against Corporate Guarantee		96.43	96.43
Closing balance as on 31 March 2021	**996.25**	**(25,283.92)**	**(24,287.67)**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

21.2

Nature of Security	Term of Interest and Repayment	As at 31 March 2022	As at 31 March 2021
Working Capital Term Loan I : First pari passu charge on all the present and future fixed assets of the company excluding Tanuku plant & on all the present and future current assets of the company including few brands of the company. Second pari passu charges on all the present and future fixed assets of the company, situated at Tanuku plant. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments, Personal Guarantee of Mr. K Chandran, director of the company.	**IDBI Bank:** The loan repayable in 4 equal annual instalments from 30 September 17 to 30 September 2020 All other lenders : The loan repayable in 4 equal annual instalments from 31 March 2018 to 31 March 2021 Fixed Interest payable@ 1%	-	367.31
Funded Interest Term Loan : First pari passu charge on all the present and future fixed assets of the company excluding Tanuku plant & on all the present and future current assets of the company including few brands of the company. Second pari passu charges on all the present and future fixed assets of the company, situated at Tanuku plant. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The loan is repayable in 32 quarterly instalments starting from 1st Oct 2012 to 30th Sept. 2020. As per RBI notication on COVID 19 regulatory package during FY 2021; IDBI bank had sanctioned further moratorium of 6 months on loan repayments falling due between 1 October 2020 to 31 March 2021. Interest @ 5.00% p.a.	-	18.81
Term loan EARC -Edelweiss : First pari passu charge on all the present and future fixed assets including few brands of the company. Second pari passu charge on all the present and future current assets of the company. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd. and pledge of 5 shares of Wanbury Global FZE, Corporate Guarantee of Experts Chemicals , Bravo Healthcare,Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The payment is due for repayment by 15 September 2022	3,000.06	13,290.10

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Term loan EARC -Edelweiss : First pari passu charge on all the present and future fixed assets including few brands of the company. Second pari passu charge on all the present and future current assets of the company. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd. and pledge of 5 shares of Wanbury Global FZE, Corporate Guarantee of Experts Chemicals , Bravo Healthcare,Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The payment terms are under discussions and yet to be concluded.	2,381.65	-
Working Capital Term Loan II: First pari passu charge on all the present and future fixed assets of the company excluding Tanuku plant & on all the present and future current assets of the company including few brands of the company. Second pari passu charges on all the present and future fixed assets of the company, situated at Tanuku plant. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments, Personal Guarantee of Mr. K Chandran, director of the company.	IDBI Bank :The loan repayable in 4 equal annual instalments from 30 September 2017 to 30 September 2020	-	600.44
	All other lenders : The loan repayable in 4 equal annual instalments from 31 March 2018 to 31 March 2021. As per RBI notication on COVID 19 regulatory package during FY 2021; Axis bank had sanctioned further moratorium of 6 months on loan repayments falling due between 1 October 2020 to 31 March 2021.		
	Interest @ 5.00% p.a.		
Term Loan First pari passu charge on all the present and future fixed assets of the company, excluding Tanuku plant. First pari passu charge on few brands of the company. Second pari passu charge on all the present and future fixed assets situated at Tanuku plant. Second pari passu charge on all the present and future current assets of the company. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd. and pledge of 5 shares of Wanbury Global FZE, Corporate Guarantee of Experts Chemicals , Bravo Healthcare,Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The Loan is repayable in 32 quarterly instalments from 31 December to 30 September 2020	-	2,266.57
	Interest @ 9.50% p.a.		
Total Non-Current Borrowings		5,381.71	16,543.24
Less:- Current maturities of Long Term Borrowings (Refer Note 24)		5,381.71	4,189.00
Less:- Unpaid dues of Long Term Borrowings (Refer Note 24)		-	3,011.73
Less: Interest Accrued (Refer Note 27)		-	2,143.10
Non- Current Borrowings (as per Balance Sheet)		**-**	**7,199.41**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

22 Lease Liabilities Non Current

	31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
Lease Liabilities Non Current		
Lease Liabilities (Refer Note 57)	413.04	432.13
	413.04	**432.13**

23 Non-Current Provisions

Provision for employee benefits (Net) (Refer Note 55)		
Provision for Gratuity	796.28	879.69
Provision for Leave Benefits	410.30	495.33
	1,206.58	**1,375.02**

24 Current Financial Liabilities - Borrowings

(Secured unless otherwise stated)		
Working Capital Loans repayable on demand (Refer Note 24.1)		
From Banks (Rupee)	984.01	1,440.39
Factored Receivables (Refer Note 24.2 and 14)		
From Others (Foreign Currency)	286.37	151.46
Loans repayable on demand (Unsecured) (Refer Note 46a)		
From Banks (Rupee)	29.94	29.94
From Others (Rupee)	20.31	20.31
Current maturities of:		
Long Term Borrowings- Banks (Secured) (Refer Note 21)	-	89.00
Long Term Borrowings- Others (Secured) (Refer Note 21)	5,381.71	4,100.00
Unpaid Dues of:		
Long Term Borrowings- Banks (Secured) (Refer Note 27.5, 21)	-	1,950.69
Long Term Borrowings- Others (Secured) (Refer Note 27.5, 21)	-	1,061.04
	6,702.34	**8,842.84**

24.1 Above loans are secured by first pari-passu charge on current assets including few brands of the Company, second charge on both present and future fixed assets of the company and Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. and Pledge of 12,71,250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Further there is Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, Director of the company.

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

25 Current Financial Liabilities - Trade Payables

Total outstanding dues of micro enterprise and small enterprise (Refer Note 51)	8.33	10.48
Total outstanding dues of creditors other than micro enterprise and small enterprise	19,104.48	13,316.89
	19,112.81	**13,327.37**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Trade payables ageing schedule for the year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	5.14	0.91	2.28	-	8.33
(ii) Others	18,206.60	3.86	42.79	851.22	19,104.48
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Trade payable	**18,211.74**	**4.77**	**45.07**	**851.22**	**19,112.81**

Trade payables ageing schedule for the year ended 31 March 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	8.20	2.28	-	-	10.48
(ii) Others	5,245.11	88.99	6,987.38	995.42	13,316.89
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Trade payable	**5,253.31**	**91.27**	**6,987.38**	**995.42**	**13,327.37**

Refer Note 59 for Payables to Related Party

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
26	**Lease Liabilities Current**		
	Lease Liabilities (Refer Note 57)	244.91	81.53
		244.91	**81.53**
27	**Current Financial Liabilities - Others**		
	(Unsecured unless otherwise stated)		
	Interest accrued but not due on:		
	-Long Term Borrowings- Others (Secured) (Refer note 21)	-	58.90
	-Debentures (Secured)	30.89	328.98
	Interest accrued and due on (Refer Note 27.5)		
	-Long Term Borrowings- Banks (Secured) (Refer Note 21)	-	1,213.44
	-Long Term Borrowings- Others (Secured) (Refer Note 21)	-	870.75
	-Dues of FCCB Holders	117.48	119.61
	-Liability against Corporate Guarantee (Refer Note 43)	88.73	123.22
	Unpaid Dues of:		
	-FCCB Holders (Refer Note 27.5)	350.32	356.68
	-Liability against Corporate Guarantee (Refer Note 27.5 & 43)	-	1,311.88
	-Long Term Borrowings of erstwhile PPIL (Secured) (Refer Note 27.3 & 27.4)	68.02	68.02
	-Matured Zero Coupon Non Convertible Redeemable Debentures (NCD) (Secured) (Refer Note 27.1 & 27.4)	133.04	152.67
	-Optionally Fully Convertible Debentures (OFCD) (Secured) (Refer Note 27.2 & 27.4)	188.49	581.99
	Other Payables:		
	- Capital Creditors	24.69	95.27
	- Others	15.41	250.72
	(Includes Inland bills payable, stale cheques, dues of PPIL etc)		
	- Security Deposit	307.50	331.50
	- Liability against Corporate Guarantees issued (Refer Note 43)	3,519.96	3,541.86
		4,844.54	**9,405.51**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

27.1 The NCD are to be secured by a pari passu charge on the fixed assets of erstwhile PPIL. 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 ₹ 69.67 Lakhs and ₹ 63.37 Lakhs was due for repayment on 1 May 2009 and 1 May 2010 respectively. Refer Note 46a.

27.2 The OFCD are to be secured by a pari passu charge on the fixed assets of erstwhile PPIL. 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 ₹ 94.11 Lakhs and ₹ 94.38 Lakhs was due for repayment on 30 April 2010 and 30 April 2011 respectively. Refer Note 46a.

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

27.4 The said dues were payable as per Merger Cum Revival Scheme approved by the BIFR vide its order dated 24 April, 2007. Refer Note 46a.

27.5 There is delay in repayment of

(i) term loan from banks aggregating to ₹ Nil (Pr. Yr. ₹ 1,950.69 Lakhs ranging from 1 to 1462 days).

(ii) term loan from others aggregating to ₹ Nil (Pr. Yr. ₹ 1061.04 Lakhs ranging from 17 to 290 days).

(iii) amount payable to FCCB Holders aggregating to ₹ 350.32 Lakhs (Pr. Yr. ₹ 356.68 Lakhs) ranging from 1 to 3629 days (Pr. Yr. 1 to 3264 days).

(iv) interest on secured borrowings aggregating to ₹ Nil (Pr. Yr. ₹ 1213.44 Lakhs ranging from 1 to 1462 days) in respect of dues to banks/ financial institutions.

(v) interest on secured borrowings aggregating to ₹ Nil (Pr. Yr. ₹ 870.75 Lakhs ranging from 17 to 290 days) in respect of dues to others.

(vi) interest on FCCB aggregating to ₹ 117.48 (Pr. Yr. ₹ 119.61 Lakhs) ranging from 1 to 3928 days (Pr. Yr. 1 to 3564 days).

(vii) Liability against Corporate guarantee to ₹ Nil (Pr. Yr. ₹ 1311.88 Lakhs by 732 days)

(viii) Interest on Liability against Corporate guarantee to ₹ 88.73 Lakhs (Pr. Yr. ₹ 123.22 Lakhs) by 1 to 1067 days (Pr. Yr. 1 to 702 days)

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
28	**Other Current Liabilities**		
	- Advance received from customers*	1,491.65	331.78
	- Statutory Dues Payable	399.85	369.74
		1,891.50	**701.52**
	* Refer note 59 for advance received from related party		
29	**Current Provisions**		
	Provision for employee benefits (Net) (Refer Note 55)		
	Provision for Gratuity	119.46	107.76
	Provision for Leave Benefits	46.92	59.29
	Bonus Provision	130.52	108.16
		296.90	**275.21**
30	**Current Tax Liabilities (Net)**		
	Provision for Income Tax (Net of Payment) (Refer Note 52)	168.63	185.00
		168.63	**185.00**
31	**Revenue From Operation**		
	Sale of products:		
	- Finished Goods	44,321.88	34,370.92
	- Traded Goods	6,401.67	4,339.33
	- Export Incentive	56.88	483.76
	- Sale of Scrap	338.14	57.73
		51,118.57	**39,251.75**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

			31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
32	**Other Income**			
	Interest on Bank Deposits		49.90	21.60
	Other Interest		17.03	18.59
	Insurance Claim		9.82	34.50
	Amounts written back		32.06	164.47
	Miscellaneous Income		41.98	0.60
	Gain on Measurement of Equity Instrument at Fair Value		-	0.64
			150.79	**240.40**
33	**Cost of Materials Consumed**			
	Raw Materials & Packing Materials Consumed		30,493.43	21,787.91
			30,493.43	**21,787.91**
34	**Changes in Inventories of Finished Goods,Work-in-Progress and Stock-in-Trade**			
	Inventories at the beginning of the year			
	- Finished Goods		995.19	212.32
	- Work-in-Progress		265.27	335.81
	- Stock-in-Trade		310.58	303.01
		(A)	**1,571.04**	**851.14**
	Inventories at the end of the year			
	- Finished Goods		2,631.25	995.19
	- Work-in-Progress		751.61	265.27
	- Stock-in-Trade		666.81	310.58
		(B)	**4,049.67**	**1,571.04**
	Changes in Inventories			
	- Finished Goods		(1,636.06)	(782.88)
	- Work-in-Progress		(486.34)	70.55
	- Stock-in-Trade		(356.23)	(7.57)
	Total changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		**(2,478.63)**	**(719.90)**
35	**Employee Benefits Expense**			
	Salaries, Wages, Bonus and Allowances		6,640.06	5,763.56
	Contribution to Provident and Other Funds		558.27	468.98
	Expense on Employee Stock Option Scheme		71.10	20.30
	Staff Welfare Expenses		211.56	161.81
		(A-B)	**7,480.99**	**6,414.66**
36	**Finance Cost**			
	Interest expense		2,061.08	2,307.48
			2,061.08	**2,307.48**
37	**Depreciation and amortization expense** (Refer Note 8)			
	Depreciation on property, plant and equipment		930.13	922.07
	Depreciation on right-of-use assets		202.22	32.06
	Amortisation on intangible assets		12.63	21.29
			1,144.98	**975.41**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

38 Other Expenses

Advertisement & Sales Promotional Expenses	674.65	218.06
Travelling & Conveyance	509.73	406.26
Power & Fuel	1,840.97	1,713.02
Allowances/(Reversal) for Doubtful Loans & advances(Net)	(121.52)	-
Allowances/(Reversal) for Doubtful Trade Receivables(Net)	(236.46)	(235.02)
Amounts written off	387.30	352.93
Breakages & Expiry	324.28	478.44
Carriage Outward	1,974.27	1,061.75
Legal & Professional Charges	1,140.38	1,321.18
Commission On Sales	470.38	388.76
Consumption of Stores, Spares & Consumables	558.44	487.91
Rent	151.80	290.57
Exchange Difference (Net)	45.33	85.91
Loss on Measurement of Equity Instrument at Fair Value	0.40	-
Repairs to Plant & Machineries	418.14	290.41
Repairs to Buildings	108.22	42.71
Repairs- Others	181.15	176.62
Rates & Taxes	40.75	94.40
Licence Fees	109.10	150.35
Insurance	105.97	99.80
Loss on sale/discard of Property, Plant & Equipments (Net)	63.05	43.49
Sales Tax & Service Tax	11.58	17.75
Miscellaneous Expenses	1,319.67	1,416.98
	10,077.48	**8,902.27**

39. Earnings per Share (EPS):

The numerator and denominator used to calculate Basic and Diluted Earnings per Share:

Particulars		31 March 2022	31 March 2021
Basic and Diluted Earnings Per Share:			
Profit/ (loss) after tax & before exceptional items, attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(A)	510.63	(1,260.57)
Add: Dilutive effect on profit (₹ in Lakhs)	(B)	-	-
Profit/ (loss) after tax & before exceptional items, attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(C=A+B)	510.63	(1,260.57)
Profit/ (loss) after tax & exceptional items , attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(D)	8,147.39	(1,260.57)
Add: Dilutive effect on profit (₹ in Lakhs)	(E)	-	-
Profit/ (loss) after tax & exceptional items , attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(F=D+E)	8,147.39	(1,260.57)
Weighted Average Number of Equity Shares outstanding-for Basic EPS	(G)	3,22,15,791	2,50,06,185
Add: Dilutive effect of Employee Stock Options* -Number of Equity Shares	(H)	96,845	-
Weighted Average Number of Equity Shares for Diluted EPS	(I=G+H)	3,23,12,636	2,50,06,185
Face Value per Equity Share (₹)		10	10
Basic Earnings/ (Loss) Per Share, before exceptional items (₹)	(A/G)	1.59	(5.04)
Diluted Earnings/ (Loss) Per Share, before exceptional items (₹)	(C/I)	1.58	(5.04)
Basic Earnings/ (Loss) Per Share, after exceptional items (₹)	(D/G)	25.29	(5.04)
Diluted Earnings/ (Loss) Per Share, after exceptional items (₹)	(F/I)	25.21	(5.04)

* During the year ended 31 March 2021, since there is loss, potential equity shares are not considered as dilutive and hence Diluted EPS is same as Basic EPS.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

40. Commitments:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹ 113.54 Lakhs (Pr. Yr. ₹ 88.56 Lakhs).

b) Other Commitments – Non Cancellable Operating Lease (Refer Note 57)

41. Contingent Liabilities: **(₹ in Lakhs)**

Sr. No.	Particulars	31 March 2022	31 March 2021
a)	Contract of take out undertaking executed in favour of bank/financial institution for loans given to step down subsidiary-Cantabaria Pharma SL. Amount Payable at the year end for undertaking as above. (Refer note 43)	28,635.14 (Euro 340.00 Lakhs) 18,135.58 (Euro 215.33 Lakhs)	29,155.00 (Euro 340.00 Lakhs) 18,535.63 (Euro 216.16 Lakhs)
b)	Disputed demands by Sales Tax Authorities.	3,015.23	3,015.23
c)	Disputed demands by Service Tax Authorities. Amount paid under protest and shown as advance.	144.61 12.87	144.61 12.87
d)	Disputed demands by Excise Authorities.	20.03	20.03
e)	Disputed demand by National Pharmaceutical Pricing Authority (NPPA)	190.58	190.58
f)	Claims against the Company not acknowledged as debts.	38,196.57	36,044.12
g)	Custom Duty on import under Advance License Scheme, pending fulfillment of Exports obligation.	2,389.43	1,807.33

The management considers the Service Tax, Excise Duty, Custom Duty, Sales Tax, GST etc demand received from the authorities and demand received from NPPA are not tenable against the Company, and therefore no provision for these contingencies has been made. Further, in respect of aforesaid matters, the Company does not expect 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.

Code of Social Security,2020

The new Code on Social Security, 2020 (Code) has been enacted, which could impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. The Company will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

42. a. 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 the Company is required to pay USD 60 Lakhs (Pr. Yr. USD 60 Lakhs) equivalent to ₹ 4,547.55 Lakhs (Pr. Yr. ₹ 4,386.60 Lakhs) to acquire aforesaid preference shares, against which the Company has made provision of approximate 20%.

During the year, as per the agreement dated 27 September 2021 with Exim Bank and subsequently vide letter dated 20 April 2022 of Exim Bank, the aforesaid liability is settled under One Time Settlement(OTS) at USD 12 Lakhs (equivalent to ₹ 909.51 lakhs) to be paid within the stipulated time along with interest.

In respect of this matter Contingent Liability on cut off date is ₹ 3,847.55 Lakhs (Pr. Yr. ₹ 3,686.60).

The said dues being part of the CDR Scheme will be accounted upon arriving at mutually agreed terms of settlement. (Refer note 47)

b. State Bank of India, London filed legal proceedings dated 28 February 2017, demanding repayment of Euro 38.23 Lakhs (Pr. Yr. Euro 38.23 Lakhs) equivalent to ₹ 3,219.73 Lakhs (Pr. Yr. ₹ 3,278.22 Lakhs) together with interest till the date of repayment by 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.

State Bank of India, London, vide compromise settlement letter dated 1 Feb 2018 approved the settlement of their dues at 20% in respect of loan availed by Cantabria Pharma SL.

Upto the year ended 31 March 2022, the Company has paid 4.70 Lakh Euro (Pr. Yr. 4.70 Lakh Euro) equivalent to ₹. 395.93 Lakhs (Pr.Yr. ₹ 393.23 Lakhs) considering the exchange rates at the respective cut off date.

Further, the Company has requested for extention of time for payment of balance dues by 31 December 2022 and the request is under consideration by State Bank of India, London. The Company has been providing for interest on the amount payable at the end of the year. (Refer note 43).

In respect of this matter Contingent Liability on cut off date is ₹ 2,575.13 Lakhs (Pr. Yr. ₹ 2,633.59).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

43. The Company expects to settle Corporate Guarantee liability of Cantabria Pharma SL, the step down subsidiary of the Company & Wanbury Holding B.V., a subsidiary company (Refer note 41(a) & 42), at approximately ₹ 3,519.96 Lakhs (Pr. Yr. ₹ 4,853.74 Lakhs) excluding interest thereon if any, and the same is shown under “Current Financial Liabilities - Others”.

Considering the above OTS & Compromise Settlement letter from the lenders, ₹ 1,011.74 lakhs has been recognised as gain on extinguishment of financial liability & shown under exceptional items. (Refer Note 44)

44. Details of Exceptional items are as under:

(₹ In Lakhs)

Particulars	**Amount**	**Refer Note**
Gain on extingushment of financial liabilities		
- EARCL	6,875.03	49
- Provision for Corporate Guarantee	1,011.74	44
Loss due to increase in financial liability of NCD & OFCD	(250.00)	46
Total of exceptional item	**7,636.76**	

45. The Company has one segment of activity namely “Pharmaceutical”.

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

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

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

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

As per BIFR Order dated 24 April 2007, statutory dues of erstwhile PPIL comprising of income tax ₹ 250.36 Lakhs, profession tax ₹ 6.06 Lakhs, custom duty ₹ 230 Lakhs, sales tax ₹ 8.50 Lakhs and excise duty ₹ 15.62 Lakhs were required to be paid in six annual installments and remains payable at the period end.

Further,the Company has pursuant to the scheme, allotted Non Convertible Debentures (NCDs) of ₹ 242.50 Lakhs and Optionally Fully Convertible Debentures (OFCDs) of ₹ 581.99 Lakhs, to some of the lenders of erstwhile PPIL, out of which dues amounting to ₹ 152.67 Lakhs and ₹ 581.99 Lakhs in respect of NCDs and OFCDs respectively, which remains payable till the year ended 31 March 2021.

During the year, Company has Provided for Additional Liability of ₹ 100 Lakhs and ₹ 150 Lakhs for NCDs and OFCDs respectively. Further, the Company sold some of the land & building of erstwhile PPIL and the sales proceeds have been utilized towards partial repayment of NCDs and OFCDs of ₹ 119.63 Lakhs and ₹ 543.50 Lakhs respectively. Accordingly, ₹ 133.04 Lakhs and ₹ 188.49 Lakhs in respect of NCDs and OFCDs respectively, which remains payable as on 31 March 2022.

Since BIFR was considering the matter afresh, pending fresh directives from the BIFR, aforesaid dues were not paid.

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

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

b. Assets held for sale:

As per the scheme of rehabilitation and merger approved by BIFR, erstwhile PPIL is required to sell 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 classified as held for sale and measured at lower of carrying cost and fair value less cost to sell. The Company is not charging any depreciation on assets held for sale.

During the year, Company sold Building at Turbhe, Navi Mumbai and sales proceeds have been used for partial repayment of NCD & OFCD as mentioned above in the Note no. 46a

The Company is committed to the plan of sale of assets and is in search of suitable buyers for assets held for sale.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Details of the assets held for sale are as under:

(₹ in Lakhs)

Description	**31 March 2022**	**31 March 2021**
Office Premises	196.54	196.54
Building	-	177.05
Total	**196.54**	**373.59**

47. 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 in accordance with applicable Indian Accounting Standard.

    MRA among other terms and conditions, provide for:

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

    b) Promoters to bring further contributions in stages;

    c) Reporting and other compliances by the Company;

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

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

48. During the year ended, the Company has paid the dues under One Time Settlement with bank of India.

49. During the year ended 31 March 2017, SBI and SBM had sold its loan exposure and have assigned all the rights, title and interests in financial assistance on the Company to Edelweiss Asset Reconstruction Company Limited (EARCL) at an agreed value.

Persuant to the settlement arrangement letter dated 13 December 2021, EARCL has agreed final settlement amount of ₹. 8,500 lakhs which is to be paid in installments upto 15 September 2022. As per the aforesaid settlement arrangement interest has been provided on balance dues at rate of 10% p.a. Further, ₹. 6,875.02 lakhs has been recognized as gain on extinguishment of financial liability and shown under “Exceptional Item”.

50. The balances of trade receivables, trade payables, loans and advances are subject to confirmation/reconciliation and adjustments, if any.

51. Details of dues to Micro and Small Enterprises as defined under “Micro, Small & Medium Enterprises Development Act, 2006” :

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal	4.72	7.29
Interest	1.28	0.31
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act 2006.	Nil	Nil
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	3.59	3.19
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act 2006.	3.59	3.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

52. Income Tax

Income tax (expense)/benefit recognised in the income statement consist of the following:

A. Current Tax :

Income tax (expense)/benefits recognised in the statement of profit and loss consist of the following:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Current tax on profit for the year	-	-
Adjustment for current tax of prior periods	-	226.80
Total Current Tax Expenses	**-**	**226.80**
Deferred tax expense / (benefits) MAT Credit Entitlement Origination and reversal of timing difference	- (34.62)	(226.80) 20.00
Total Deferred Tax expenses	**(34.62)**	**(206.80)**
Income tax expense for the year recognised in the statement of profit & loss.	**(34.62)**	**20.00**

B. Reconciliation of Effective Tax Rate:

<u>For the year ended 31 March 2022:</u>

Reconciliation of the company's effective tax rate is as under:

(₹ in Lakhs)

Particulars	31 March 2022
Accounting profit before income taxes Enacted tax rate in India (%)	8,112.77 34.94%
Computed expected tax expenses	**2,834.60**
Effect of income considered seperately Tax effect of income which is chargeable at a different rate Effect of Income exempt from tax (Exceptional item) Effect of non deductible expenses Effect of Reversal of provision for doubtful debts / advances Effect of tax benefits on unabsorbed depreciation	21.87 (7.29) (2,668.59) 112.21 (232.29) (60.84)
Income Tax expenses	**(0.00)**
Effective Tax rate	**0%**

<u>For the previous year ended 31 March 2021 :</u>

The Company has incurred loss during the year ended 31 March 2021. Since there is book loss as well as tax loss and hence no tax is payable as per provision of Income Tax Act, 1961. Therefore, calculation of effective tax rate is not relevant and hence not given.

C. Deferred Tax Assets & (Liabilities):

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Deferred Tax Liabilities Deferred Tax Assets (restricted to deferred tax liabilities above) MAT credit entitlement	(6,386.97) 6,386.97 563.19	(6,865.18) 6,865.18 563.19
Deferred tax assets/ (liabilities)	**563.19**	**563.19**

The tax effects of significant temporary difference that resulted in deferred tax assets & liabilities and a description of these difference is given below:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Deferred Tax Liabilities		
Property, Plant and Equipment	1,698.84	2,177.05
Borrowing at amortised cost	4,688.13	4,688.13
Total Deferred Tax Liabilities	**6,386.97**	**6,865.18**
Deferred Tax Assets		
Employee Benefit Expenses	525.32	576.59
Provision for Doubtful Debts/Receivable	2,848.77	2,829.18
Unabsorbed depreciation	249.06	882.46
Bank Guarantee Invoked	1,229.88	1,695.90
Expenses deductible on payment basis	4,378.32	4,184.92
IND -AS Adjustments	332.38	332.38
Total Deferred Tax Assets	**9,563.73**	**10,501.43**
Total Deferred Tax Assets Restricted to	**6,386.97**	**6,865.18**

53. No Managerial Remuneration has been paid during the current year ended 31 March 2022 and previous year ended 31 March 2021. As per the Companies Act, 2013 and Rules made thereunder and Schedule V, Mr K. Chandran, WTD of the Company is not eligible for any remuneration and hence no remuneration is paid to him during the year under review.

54. Details of Auditors Remuneration:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Statutory Auditors Remuneration :		
- Audit Fees	12.50	12.50
- Certification & Other Matters	6.86	7.30
- Out of Pocket Expenses	0.39	0.44
Cost Auditors Remuneration :		
- Cost Auditor Fees	1.75	1.75

Note: Above figures are exclusive of GST, wherever applicable.

55. Employee Benefits

As required by Ind AS 19 “Employees Benefits” the disclosures 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 employees. Contributions are made to the Government’s funds. While both the employees and the Company pay predetermined contributions into the provident fund and the ESI Scheme, contributions into the pension fund is made only by the Company. The contributions are normally based on a certain proportion of the employee’s salary.

During the year, the Company has contributed and recognised the following amounts as expenses in the statement of profit and loss:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Provident Fund, Employee’s Pension Scheme and MLWF	323.11	255.46
Employees State Insurance	22.52	25.82
Super Annuation Fund	1.06	4.53
TOTAL	**346.69**	**285.81**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Defined Benefit Plans

Gratuity: Under the gratuity plan, the eligible employees are entitled to post -retirement benefit at the rate of 15 days salary for each year of service until the retirement or resignation with a payment ceiling of ₹ 20 lakhs. The Company makes annual contributions to Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

i) 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.

ii) 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 are as under:

(₹ in Lakhs)

	Particulars	31 March 2022	31 March 2021
(i)	**Changes in Defined Benefit Obligation**		
	Opening defined benefit obligation	1,003.26	840.92
	Current service cost	43.00	103.41
	Interest cost	49.67	48.25
	Actuarial loss / (gain)		
	-changes in financial assumptions	(50.23)	(25.81)
	-experience adjustments	(59.98)	73.26
	Benefit (paid)	(52.41)	(36.76)
	Closing defined benefit obligation	**933.32**	**1,003.26**
(ii)	**Changes in Value of Plan Assets**		
	Opening value of plan assets	25.29	38.55
	Interest Income	0.99	2.83
	Return on plan assets excluding amounts included in Interest Income	0.77	(16.66)
	Contributions by employer	4.45	2.33
	Benefits (paid)	(4.45)	(1.76)
	Closing value of plan assets	**27.05**	**25.29**
(iii)	**Amount recognised in the Balance Sheet**		
	Present value of funded obligations as at year end	933.32	1,003.26
	Fair value of the plan assets as at year end	(27.05)	(25.26)
	Net (asset) / liability recognised as at the year end	**906.27**	**977.97**
(iv)	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	43.00	103.40
	Net Interest cost	48.68	45.42
	Expenses recognised in the Statement of Other Comprehensive Income	(110.98)	64.14
	Net actuarial loss/(gain) recognised in the current year		
	-changes in financial assumptions	(50.23)	(25.82)
	-experience adjustments	(59.98)	73.26
	Return on plan assets excluding amounts included in Interest Income	(0.77)	16.66
(v)	**Asset information**		
	Policy of Insurance	100%	100%
(vi)	**Principal actuarial assumptions used**		
	Discount rate (p.a.)	6.95%	6.35%
	Salary growth rate (p.a.)	7.50%	7.50%
	Withdrawal rate (p.a.)	5% at all ages	5% at all ages
	Rate of return on plan assets (p.a.)	6.95%	6.35%
	Mortality rate	Based on Indian Assured Lives Mortality 2012-14 Table	Based on Indian Assured Lives Mortality 2012-14 Table

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation.

Following is the amount of defined benefit obligation that would have been if there is a certain change in assumption as indicated below:

(₹ in Lakhs)

Particulars	31 March 2022		31 March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	859.55	1,018.01	924.71	1,093.84
Salary growth rate (1% movement)	1,002.42	869.08	1,077.68	934.68
Withdrawal rate (10% movement)	933.12	933.25	1,001.50	1,004.94

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Although the analysis does not take into account full distribution of cash flows expected under the plan, it does provide an approximation of sensitivity of assumptions. The estimate of future increase in compensation levels, considered in the actuarial valuation, have been taken on 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 year.

The Average outstanding terms of obligations (years) as at valuation date is 8.82 years (Pr.Yr. 8.69 years) .

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 ₹ 457.23 Lakhs (Pr. Yr. ₹ 554.62 Lakhs) being liability as at the year end for compensated absences as per actuarial valuation has been provided in the accounts.

The Actuary has outlined the following risks associated with the plans:

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates:

If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

If actual mortality rates are higher than assumed mortality rate assumption than the leave benefit will be paid earlier than expected. The acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates:

If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

If actual withdrawal rates are higher than assumed withdrawal rate assumption than the leave benefit will be paid earlier than expected. The impact of this will depend on the relative values of the assumed salary growth and discount rate.

Variability in availment rates: If actual availment rates are higher than assumed availment rate assumption then leave balances will be utilised earlier than expected. This will result in reduction in leave balances and Obligation.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cashflows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

56. Employees Stock Options Plan (‘ESOP’)

The Company has established an Employee Stock Options Plan 2016 (‘WANBURY ESOP – 2016’) which was approved by the shareholders vide their resolution dated 29 September 2016. The options issued under the above scheme vest in phased manner. Each option entitles an employee to subscribe to one equity share of the Company at an exercise price of ₹ 10 per share.

The options will be vested over a period of five years subject to continuous employment with the Company and the fulfillment of performance parameters.

Particulars of the options under ‘WANBURY ESOP-2016’ are as under:

Particulars	**31 March 2022 (FV ₹ 10)**	**31 March 2021 (FV ₹ 10)**
Options outstanding as at the beginning of the Year	2,05,000	75,000
Add: Options granted during the Year Less: Options lapsed during the Year Less: Options Exercised during the Year	7,10,000 1,00,000 35,000	1,50,000 Nil 20,000
Options outstanding as at the End of the year	7,80,000	2,05,000

The Compensation cost of stock options granted to employees is measured by the fair value method and is amortised over the vesting period. The fair value is determined using black scholes option pricing model.

Details of the options granted under ‘WANBURY ESOP-2016’ are as under:

Grant Date	30 May 2017	11 September 2020	20 October 2021	17 February 2022
No. of Options	1,00,000	1,50,000	4,10,000	3,00,000
Exercise price	₹ 10	₹ 10	₹ 10	₹ 10
Weighted average fair value of options	₹ 39.89	₹ 28.78	₹ 72.28	₹ 90.91
Vesting Period	Graded vesting from 30 May 2018 to 30 May 2022	Graded vesting from 12 September 2020 to 11 September 2024	Graded vesting from 20 October 2022 to 19 October 2026	Graded vesting from 20 October 2022 to 19 October 2026
Exercise Period	2 Years from Vesting	2 Years from Vesting	2 Years from Vesting	2 Years from Vesting
Price of the underlying share in the market at the time of grant of option	₹ 47	₹ 36.15	₹ 79.80	₹ 98.60

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The key assumptions used for calculating fair value are as under:				
Grant Date	30 May 2017	11 September 2020	20 October 2021	17 February 2022
Expected life of the option	Between 2 to 6 years	Between 2 to 6 years	Between 2 to 6 years	Between 2 to 6 years
Dividend yield	0%	0%	0%	0%
Expected volatility	48.92%	45.74%	44.24%	45.70%
Risk free rate of return	6.9%	3.85% to 6.25%	3.85% to 6.25%	4.75% to 6.40%
Attrition rate	0%	0%	0%	0%

57. Disclosure for leases under Ind AS 116- "Leases":

The Company has taken various/few premises on lease.Rental contracts are made from 12 months to 60 months and are renewable by mutual consent on mutually agreeable terms. Some of these lease agreements have price escalation clauses. There are no restriction imposed by lease agreements and there are no sub leases. There are no contingent rents.

The Company has adopted Ind AS 116 effective from 1 April 2019, using the modified retrospective method.

Right-of-use assets is depreciated on a straight-line basis over the shorter of the lease term and useful life of the asset.

(i) Amounts recognised in Balance Sheet

Following are the changes in carrying value of right to use assets for the year ended 31 March 2022:

(₹ in Lakhs)

Particulars	Land	Premises	Total
Cost:			
As on 01 April 2021	421.31	522.12	943.43
Additions	-	304.06	304.06
Disposal/Adjustments for revaluation(Refer note 8.6)	823.29	-	823.29
Balance as on 31 March 2022	**1,244.60**	**826.18**	**2,070.78**
Accumulated Depreciation and Impairment:			
As on 01 April 2021	12.62	25.75	38.37
Depreciation for the year	9.45	192.77	202.22
Disposal	-	-	-
Balance as on 31 March 2022	**22.07**	**218.52**	**240.59**
Carrying Amount as on 31 March 2022			**1,830.19**

Following are the changes in carrying value of right to use assets for the year ended 31 March 2021:

(₹ in lakhs)

Particulars	Land	Premises	Total
Cost:			
As on 01 April 2020	421.31	-	421.31
Additions	-	522.12	522.12
Disposal	-	-	-
Balance as on 31 March 2021	**421.31**	**522.12**	**943.42**
Accumulated Depreciation and Impairment:			
As on 01 April 2020	6.31	-	6.31
Depreciation charged for the year	6.31	25.75	32.06
Disposals	-	-	-
Balance as on 31 March 2021	**12.62**	**25.75**	**38.37**
Carrying Amount as on 31 March 2021			**905.05**

The aggregate depreciation expense on ROU asset is included under depreciation and amortisation expense in the statement of Profit and Loss.

Following is the breakup of current and non-current lease liabilities:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Lease Liability:		
Non Current	413.04	432.13
Current	244.91	81.52
Total	**657.95**	**513.65**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The movement in Lease liabilities is as follows:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
At the beginning of the year	513.65	-
Additions during the year	304.06	522.12
Finance charge for the year	63.50	13.07
Payment of Lease liability	(223.26)	(21.54)
At the end of year	**657.95**	**513.65**

The below details regarding contractual maturities of lease liabilities of non-cancellable contractual commitments on undiscounted basis:

Particulars	31 March 2022	31 March 2021
Not later than one year	299.76	129.22
Later than one but not later than five years	466.90	523.33
Later than 5 years	-	-
Total	**766.66**	**652.55**

(ii) Amounts recognised in the statement of Profit & Loss

Following are the expenses recognised in statement of Profit and loss for the year ended 31 March 2022:

Particulars	31 March 2022	31 March 2021
Depreciation charge of Right to use Assets:		
- Land	9.45	6.31
- Premises	192.77	25.75
Interest expense on lease liabilities	63.50	13.07

For cancellable leases, the Company recognises the lease payments as an operating expense in the Statement of Profit and Loss on a straight line basis over the term of lease. During the year ended 31 March 2021, the Company has recognised lease rental of ₹ 151.80 Lakhs (Pr. Yr. ₹ 290.57 Lakhs) in the Statement of Profit and Loss as “Rent” under Note 38.

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

Interest free Advances to:

(₹ in Lakhs)

Particulars	Outstanding as on 31 March 2022*	Maximum Balance Outstanding during the period
Bravo Healthcare Ltd.	6,071.74 (Pr. Yr. 6,071.74)	6,071.74 (Pr. Yr. 7,589.67)
Cantabria Pharma S. L. - a subsidiary company	1,219.33 (Pr. Yr. 1,219.33)	1,219.33 (Pr. Yr. 1,219.33)

*Full Provision for the recovery has been made.

59. Related Party Disclosure:

A. Relationship:

Category I: Entity having significant influence over the Company:

- Expert Chemicals (India) Pvt. Ltd.

Category II: Subsidiary Companies:

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

Category III: Directors, Key Management Personnel and their relatives:

- Mr. K. Chandran - Vice Chairman and Executive Director
- Mr. Vinod Verma - Chief Financial Officer
- Mr. Jitendra Gandhi - Company Secretary
- Mr. N.K.Puri - Non-Executive Independent Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

- Mr. S.K.Bhattacharya - Non-Executive Independent Director upto 27 January 2022
- Ms. Pallavi Shedge- Non – Non-Executive Independent Woman Director
- Mr. Binod Chandra Maharana – Non-Executive Independent Director w.e.f 6 February 2021
- Dr Manisha Juvekar - Non-Executive Independent Woman Director w.e.f 6 February 2021
- Ms. Anupama Vaidya - Non-Executive Independent Women Director w.e.f. 17 March 2022

Category IV: Enterprise over which persons covered under Category III above are able to exercise significant control:

- Wanbury Infotech Private Limited
- Bravo Healthcare Limited
- Wanbury Pharma Limited

B. Transactions carried out with related parties:

(₹ in Lakhs)

Sr. No.	Transactions	Category	31 March 2022	31 March 2021
1)	**Information Technology Services taken:**			
	Wanbury Infotech Pvt. Ltd.	IV	156.00	216.00
2) a)	**Key Management Compensation:** **Short Term Employee Benefits**			
	Short-term employee benefits	III	199.50	176.55
	Share-based payments	III	2.86	5.00
	Post-employement benefits	III	4.34	5.39
b)	**Sitting fees to Non-Executive Directors**			
	Mr. N.K.Puri	III	8.25	9.50
	Mr. S.K.Bhattacharya	III	5.25	9.50
	Ms. Pallavi Shedge	III	8.25	9.50
	Mr. Binod Chandra Maharana	III	8.25	4.00
	Dr. Manisha Juvekar	III	8.25	4.00
	Ms. Anupama Vaidya	III	1.25	-
3)	**Advance Received:**			
	Expert Chemicals (India) Pvt. Ltd	I	1,430.63	Nil

C. Balances due from/to related parties:

(₹ in Lakhs)

Sr. No.	Particulars	Category	31 March 2022	31 March 2021
1)	**Advances given:**			
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	6,071.74	6,071.74
2)	**Advance Received:**			
	Expert Chemicals (India) Pvt. Ltd	I	1,430.63	Nil
3)	**Provision for doubtful advances:**			
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	6,071.74	6,071.74
4)	**Trade Payable – Others:**			
	Wanbury Infotech Pvt. Ltd.	IV	146.09	184.40
5)	**For Investments and impairment in value of investments: (Refer Note 9.6)**			
6)	**For corporate guarantee given by the Company: (Refer Note 42(a) & 43)**			
7)	**For guarantee issued on behalf of the Company: (Refer Note 21.2 & 25.1)**			

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

60. Net-worth of the Company has turned positive as on 31 March 2022. Its current liabilities far exceeds its current assets. The Company has raised funds and reduced debts. Company is in process of raising funds and restructuring/realigning of businesses. Further, Board of Directors at its meeting held on 22 April 2021 allotted 76,15,381 Equity Shares of face value ₹ 10/- each at an issue price of ₹ 65/- per equity share (including premium of ₹ 55/- per equity share) aggregating to ₹4950 Lakhs. Further, during the year, the Company has sold some of its Land & Building aggregating to ₹ 1,069.57 Lakhs. Proceeds from the same have been utilised in repayment/settlement of existing debts. 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.

61. Capital Management

The primary objective of the Company's capital management is to maximise shareholder value.

The capital structure of the Company is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company has initiated various measures, including restructuring of debts and infusion of funds etc.

During the year, the Board of Directors at their meeting held on 22 April 2021 allotted 76,15,381 Equity Shares of face value ₹ 10/- each at an issue price of ₹ 65/- per equity share (including premium of ₹ 55/- per equity share) aggregating to ₹4950 Lakhs. Further, during the year, the Company has sold some of its Land & Building aggregating to ₹ 1,069.57 Lakhs. Proceeds from the same have been utilised in repayment/settlement of existing debts.

For the purpose of the Company's capital management, the Company monitors Net Debts and Equity.

Equity includes all components of equity i.e. paid up equity capital, share premium and all other equity reserves attributable to the equity holders of the Company.

Net Debt includes all liabilities i.e. interest bearing loans and borrowings, trade payables, provisions and other liabilities less cash and cash equivalents.

Details of the Equity and Net Debts are as under:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Equity Share Capital	3,266.55	2,501.51
Other Equity	(3,047.78)	(15,567.04)
Total Equity	**218.77**	**(13,065.53)**
Debt(including all other liabilities)	34,881.26	41,825.53
Less: Cash and Cash Equivalents	2,248.75	996.25
Net Debt (including all other liabilities)	**32,632.51**	**40,829.28**

62. Financial Instrument – Fair values and risk management

A. Category of Financial Instruments

(₹ in Lakhs)

Particulars	**31 March 2022**		**31 March 2021**	
	FVTPL	**Amortised Cost**	**FVTPL**	**Amortised Cost**
Financial Assets				
Investment in equity instruments	0.93	-	1.32	-
Security deposits given	-	331.65	-	310.39
Trade Receivables	-	6,279.92	-	3,446.75
Cash and cash equivalents	-	2,248.75	-	996.25
Bank balances other than Cash and cash equivalents	-	278.64	-	170.04
Other financial assets		159.21		98.07
Total Financial Assets	**0.93**	**9,298.18**	**1.32**	**5,021.51**
Financial Liabilities				
Borrowings	-	7,442.22	-	17,201.62
Lease Liability	-	657.95	-	513.65
Interest accrued on borrowings	-	148.37	-	2,591.70
Trade payables	-	19,112.82	-	13,327.37
Capital creditors	-	24.69	-	95.27
Security deposits received	-	307.50	-	331.50
Other financial liabilities	-	3,624.10	-	5,227.68
Total Financial Liabilities	**-**	**31,317.63**	**-**	**39,288.78**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

B. Fair Value Measurements

Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard. An explanation of each level is as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in active markets or identical assets and liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market (like forward contracts) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value as instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities etc. included in level 3.

Valuation techniques used to determine fair value

1. The fair value of the quoted investment is determined using traded quoted bid prices in an active market. The fair value of unquoted investments is determined using inputs other than quoted prices included in level 1 that are observable for assets and liabilities.

(₹ in Lakhs)

Financial Assets and Liabilities measured at fair value	31 March 2022			31 March 2021		
	Level			Level		
	1	2	3	1	2	3
Financial Assets						
Recurring fair value measurements						
Investment in equity instruments	0.83	-	0.10	1.22	-	0.10
Total financial assets	**0.83**	-	**0.10**	**1.22**	-	**0.10**
Financial Liabilities						
Recurring fair value measurements	-	-	-	-	-	-
Total Financial liabilities	-	-	-	-	-	-

C. Financial Risk Management

The Company has exposure to following risks arising from financial instruments:

- Credit Risk
  - Trade Receivables
  - Other Financial Instruments
- Liquidity Risk
- Market Risk
  - Currency Risk
  - Interest Rate Risk
  - Price Risk

i. Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. Management is responsible for developing and monitoring the Company's risk management policies, under the guidance of Audit Committee.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligation.

The Company's Audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit committee.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

ii. **Credit Risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(a) Trade Receivables

Customer credit risk is managed by the Company subject to Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are mainly from wholesalers, non-interest bearing and are generally on 7 days to 150 days credit term. Credit limits are established for all customers based on internal rating criteria and any deviation in credit limit require approval of Directors. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. Trade receivables do not contain any significant financing component and hence, the Company recognises life time expected credit loss based on simplified approach.

Expected Credit Loss on Trade Receivable under simplified approach

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Balance as at the beginning of the year	457.12	692.14
Additional provision charged to statement of Profit and Loss during the year	2.36	106.23
Utilised during the year	(238.82)	(341.25)
Balance as at the end of the year	**220.66**	**457.12**

(a) Other Financial Instruments

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks or financial institutions with high credit rating assigned by credit rating agencies. For other financial assets, the Company assesses and manages the credit risk internally. The Company considers the probability of default upon initial recognition and assess whether there has been a significant increase in credit risk subsequently based in the historical losses and forward looking supportable information. Based on general approach, if there is a significant increase in credit risk of a financial asset since its initial recognition the Company recognises life time expected credit loss otherwise 12 months expected credit loss is recognised.

Expected Credit Loss on Corporate Guarantee Contracts and Financial Assets other than Trade Receivables (based on general approach)

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Balance as at the beginning of the year	4,979.39	4,979.39
Additional provision charged to statement of Profit and Loss during the year	-	-
Utilised/Reversal during the year	(1,333.77)	(96.43)
Balance as at the end of the year	**3,549.18**	**4,882.95**

iii. **Liquidity Risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum level of liquidity at all times, to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including bilateral loans, debt etc. at an optimised cost. Working capital requirements are adequately addressed by internally generated and borrowed funds.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest are at floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(₹ in Lakhs)

Particulars	As at 31 March 2022				
	Carrying Amount	Cash Outflow			
		Within 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings and Interest thereon	7,590.58	7,590.58	-	-	7,590.58
Lease Liability	657.95	299.76	466.90	-	766.66
Trade payables and Capital creditors	19,137.50	19,137.50	-	-	19,137.50
Other Financial liabilities	3,931.60	3,931.60	-	-	3,931.60
Total	**31,317.63**	**30,959.44**	**466.90**	**-**	**31,426.34**

(₹ in Lakhs)

Particulars	As at 31 March 2021				
	Carrying Amount	Cash Outflow			
		Within 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings and Interest thereon	19,793.31	12,593.85	9,435.98	-	22,029.83
Lease Liability	513.65	129.22	523.33	-	652.55
Trade payables and other Payables	13,422.64	13,422.64	-	-	13,422.64
Other Financial liabilities	5,559.18	5,559.18	-	-	5,559.18
Total	**39,288.78**	**31,704.89**	**9,959.31**	**-**	**41,664.20**

iv. **Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments.

The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. The Company uses derivative financial instruments such as foreign exchange contracts to manage its exposures to foreign exchange fluctuations. All such transactions are carried out within the guidelines set by the risk management committee.

The analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non financial assets and liabilities.

(a) Currency Risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the functional currency of the Company.

The currencies in which these transactions are primarily denominated are US dollars (US $), Pound (GBP) and Euro.

As the share of exports to total sales made by your Company is considerable, same is partly hedge through natural hedging via raw material imports. Further management exercise close monitoring of currency fluctuations.

During the current year and previous year, the Company has not entered into any forward exchange contract, being derivative instrument to mitigate foreign currency risk.

There are no forward contract outstanding at the end of the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Foreign Currency Risk Exposures:

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

Particulars	Foreign Currency Amount in Lakhs			₹ in Lakhs	
	Currency	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Amount receivable	EURO	14.93	7.52	1,257.38	645.01
	US $	59.38	26.83	4,500.52	1,961.38
	CNY	0.04	0.06	0.48	0.66
Amount payable	EURO	44.65	57.24	3,760.75	4,908.59
	US $	32.22	33.90	2,442.10	2,478.14

Sensitivity:

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

The following table details the Company's sensitivity to 1% increase and decrease in the exchange rate between the Indian Rupee and respective currencies. A positive number below indicates an increase in profit/ decrease in losses and negative number indicates decrease in profit/ increase in losses:

Particulars	1% strengthening in INR ₹ in Lakhs		1% weakening in INR ₹ in Lakhs	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
EURO	25.03	42.64	(25.03)	(42.64)
US $	(20.58)	5.17	20.58	(5.17)
CNY	(0.00)	(0.01)	0.00	0.01

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Majority of borrowings of the Company are at fixed interest rate and are carried at amortised cost. They are therefore not subject to interest rate risks, since neither the carrying amount nor the future cash flows will fluctuate because off a change in market interest rates.

(c) Price risk

The Company is exposed to equity price risks arising from equity investments. However, there is no material impact of the sensitivity.

63. Revenue (Ind AS 115)

The operations of the Company are limited to only one segment viz. pharmaceuticals and related products. Revenue from contract with customers is from sale of manufactured/traded goods. Sale of goods are made at a point in time and revenue is recognised upon satisfaction of the performance obligations which is typically upon dispatch / delivery. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established. The credit period provided by the Company is not significant, hence there is no significant financing component.

Disaggregation of Revenue

(₹in Lakhs)

Particulars	31 March 2022	31 March 2021
Primary geographical market:		
- India	20,436.16	15,994.21
- Outside India	30,287.39	22,716.04
Total revenue from contracts with customers	**50,723.56**	**38,710.25**

Particulars	31 March 2022	31 March 2021
Timing of the revenue recognition:		
- Goods transferred at a point in time	50,723.56	38,710.25
- Services transferred over time	-	-
Total revenue from contracts with customers	**50,723.56**	**38,710.25**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Variable components such as discounts and rebates continue to be recognised as deduction from revenue in compliance with Ind AS 115.

(₹ in Lakhs)

Revenue Break – up	**31 March 2022**	**31 March 2021**
Revenue as per contracted price	51,061.77	38,900.20
Adjusted for:		
- Sales returns	(212.18)	(124.32)
- Discounts / Rebates/Schemes	(125.82)	(65.42)
- Others	(0.21)	(0.21)
Net Revenue	**50,723.56**	**38,710.25**

64. Analytical Ratio

Ratio	**Numerator**	**Denominator**	**As at 31 March 2022**	**As at 31 March 2021**	**% Variance**
Current Ratio (in times)	Total current assets	Total current liabilities	0.51	0.29	74.49
Debt-Equity Ratio(in times)	Total Debt(incl Lease)	Total equity	54.20	@	-
Debt Service Coverage Ratio (in times)	Earning for debt Service(After exceptional items)	Debt + Interest	1.47	1.21	21.52
Return on Equity(%)	Profit for the year after tax(Before exceptional items)	Average Equity	$	$	-
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	8.05	11.93	(32.49)
Trade receivables turnover ratio (in times)	Revenue from Operations	Average Trade receivables	10.51	9.21	14.16
Trade payables turnover ratio (in times)	Purchases	Average Trade payable	2.00	1.84	9.09
Net capital turnover ratio (in times)	Revenue from Operations	Net Working Capital	#	#	-
Net profit ratio (%)	Profit for the year after tax(Before exceptional items)	Revenue from Operations	1.00%	(3.21%)	131.10
Return on capital employed (ROCE) (%)	Profit before tax and finance cost but after exceptional items	Capital employed(Net worth+lease liability+Deffered tax liabilities)	84.23%	8.75%	863.83
Return on investment	Income generated from Invested funds	Avg Invested funds	Nil	Nil	Nil

@ Ratio is not calculated as the equity value is negative.

$ Ratio is not calculated as the average equity value is negative.

Ratio is not calculated as the net working capital is negative.

Explanation where variance in ratios is more than 25%

Current ratio

Decrease in Current liabilities, mainly bank borrowings

Debt-Equity ratio

Current period ratio is improved due to repayment of borrowings, OTS, improved profitability and equity infusion.

Inventory turnover

Higher level of inventory to support customer delivery.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Net profit ratio

Current period ratio is improved due to increased sales and improved profitability.

Return on Capital employed

Due to repayment of borrowings, OTS and improved profitability. Increase in earnings due to exceptional items referred in Note 49.

65. Disclosure of transaction with Struck off Companies

The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.

66. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

67. During the year, there are no transaction/details to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

a. Crypto Currency or Virtual Currency

b. Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

c. Registration of charges or satisfaction with Registrar of Companies

d. Undisclosed Income

e. Relating to borrowed funds:

i. Discrepancy in utilisation of borrowings

ii. Borrowings from banks and financial institutions for the specific purpose

68. Disclosure of borrowings obtained on the basis of security of current assets:
The Company has been sanctioned working capital borrowing of ₹ 1,203 Lakhs comprising of ₹ 900 Lakhs fund based and ₹ 303 Lakhs non-fund based from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with banks in lieu of the sanctioned working capital facilities. Discrepancies are as under:

. **(₹ In lakhs)**

Quarter	Name of the bank	Particulars of securities provided	As per Books of Accounts	Amount as per Quarterly Return & Statements	Amount of Difference	Reason for difference
June, 2021	IDBI Bank and Axis Bank	Inventory	3,280.44	1,788.47	1,491.97	Stock at port not included in stock statement submitted to Bank & Impact Due to the cut off sales
September, 2021	IDBI Bank and Axis Bank	Inventory	3,238.87	2,726.10	512.77	Mainly due to the cut off sales
		Trade receivables	4,628.43	3,419.50	1,208.93	Reported amount is net off advance from customer & impact of cut off sales
December, 2021	IDBI Bank and Axis Bank	Inventory	4,314.33	3,830.68	483.65	Mainly due to the cut off sales
March, 2022	IDBI Bank and Axis Bank	Inventory	4,972.91	3,789.49	1,183.42	Mainly due to the cut off sales
		Trade receivables	6,279.92	7,924.37	(1,644.45)	Mainly due to the cut off sales

69. Compliance with Approved Scheme(s) of Arrangement

The Company has not entered into any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

70. Utilisation of borrowed funds and share premium:

A. During the year, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

71. Information Pertaining to Corporate Social Responsibility ("CSR"):

For the year ended 31 March 2022 & 31 March 2021:

Considering the applicability criteria of the provisions of Section 135 of Companies Act,2013, CSR expenditure is applicable to the company. However, calculation of net profit under section 198 for the last 3 years comes to negative figure of profit and hence, the Company is not required to incur CSR expenditure for FY 2021-22 as well as for FY 2020- 21 on the basis of 2% of the average net profit criteria.

The particulars of CSR expenditure are as follows:

Sr. No.	Particulars	31 March 2022	31 March 2021
i	Amount required to be spent by the company during the year	Nil	Nil
ii	Amount of expenditure incurred		
iii	Excess/(Shortfall) for the financial year [(ii) – (i)]	Nil	Nil
iv	Total of previous year excess / (shortfall)	Nil	Nil
v	Reason for shortfall, if any	MCA vide notification dated 22 January 2021 laid down provisions for mandatory spend of required CSR contribution applicable for the year ended 31 March 2021 onwards. Owing to losses in three immediate preceding financial years, the Company is not under obligation to make any CSR contribution for the FY 2021-22, resultant there is no shortfall/excess. Thus the shortfall/excess for financial year ended 31 March 2022 and 31 March 2021 is Nil.	

No related party transactions in relation to CSR expenditure has taken place in current year as well as in previous year.

72. The Company is facing some challenges on raw material availability mainly due to working capital constraints. The current supplier arrangement and fund availability ensures material availability sufficient to cater only to the plants at Tanuku and Patalganga which being USFDA & EUGMP approved facilities, fetch better realisation of API produced. Hence, the Company has shut the operations at Tarapur plant. However, the Company is maintaining facilities to keep it ready for restart once material availability is re-established. Management is exploring various business opportunities so as to commence operations at Tarapur plant.

73. Impact of COVID – 19 (Global pandemic)

The outbreak of corona virus (COVID 19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity.

The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption.

The Company continues to consider the impact of Covid-19 pandemic in assessing the recoverability of receivables, inventories and other assets.

For this purpose, the Company considers internal and external sources of information upto the date of approval of the financial statements. The Company based on its judgements, estimates and assumptions including sensitivity analysis expects to fully recover the carrying amount of its receivables, inventories and other assets.

The Company will continue to closely monitor any material changes to future economic conditions.

74. Previous year's figures have been re-grouped / re-classified wherever necessary, to confirm to current year's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1 April 2021.

For and on behalf of the Board

K. Chandran Vice Chairman (DIN: 00005868)	**Pallavi P. Shedge** Director (DIN: 08356412)
Jitendra J. Gandhi Company Secretary	**Vinod Verma** Chief Financial Officer

Mumbai, 22 June 2022

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WANBURY LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **WANBURY LIMITED** ("the Holding Company" or "the Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31 March 2022, the Consolidated Statement of Profit and Loss including Other Comprehensive Income/(Loss), the Consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement for the year then ended, and the Notes to the Consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 2022, of the consolidated Profit, other comprehensive income/(loss), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statement.

Material Uncertainty Related to Going Concern:

We draw attention to the Note No. 61 of the consolidated financial statements, regarding preparation of consolidated financial statements on going concern basis. The Group's net worth is negative. The Group has defaulted in repayment of principal and interest to some of its lenders, and its current liabilities far exceeds its current assets resulting in delayed payments and overdue amounts. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The appropriateness of the assumption of the going concern is dependent on the Group's ability to raise finance, negotiate with creditors, generate cash flows in future to meet its obligation, to restructure its borrowings and business. Hence, the consolidated financial statements have been prepared on "going concern" basis for the reasons stated in aforesaid note.

Our opinion is not modified in respect of this matter.

Emphasis of Matters

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

a) Note No. 44(a) of the consolidated financial statements regarding guarantee given in respect of Exim Bank's investment in Wanbury Holding B.V., a subsidiary of the Holding Company;

b) Note No. 48(a) of the consolidated financial statements regarding the status of merger of erstwhile PPIL with the Holding Company; and

c) Note No. 74 to the consolidated financial statements, which describes the uncertainties and potential impact of the Covid-19 pandemic on the Group's operations and results as assessed by the management. The actual results may differ from such estimates depending on future developments.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How the matter was addressed in our audit
Assessment of Provisions and Contingent liabilities The Holding Company undergoes assessment proceedings from time to time with direct and indirect tax authorities and with certain other parties. There is a high level of judgement required in estimating the level of provisioning and/ or the disclosures required. The management's assessment is supported by advice from internal / external tax consultants and legal consultants, where considered necessary by the management. Accordingly, unexpected adverse outcomes could significantly impact the Company's reported Profit and Balance Sheet position. (Refer Note 43, 44 & 45 of the Consolidated financial statements) We considered the above area as a key audit matter due to associated uncertainty related to the outcome of these matters and application of material judgement in interpretation of law.	Our audit procedures included the following: • Understanding and evaluating process and controls designed and implemented by the management including testing of relevant controls; • Obtaining details of the related matters, inspecting the supporting evidences and critically assessing management's evaluation through discussions with management on both the likelihood of outcome and the magnitude of potential loss; • Reading recent orders and / or communication received from the tax authorities and with certain other parties, and management replies to such communication; • Evaluating independence, objectivity and competence of the management's tax / legal consultants (internal/ external); • Understanding the current status of the tax assessments / litigations; • Obtaining direct written confirmations from the Company's legal / tax consultants (internal / external) to confirm the facts and circumstances and assessment of the likely outcome. • Assessing the likelihood of the potential financial exposure; • We did not identify any material exceptions as a result of above procedures relating to management's assessment of provisions and contingent liabilities.
Appropriateness of the Expected credit loss ("ECL"). To recognise ECL, the Company applies simplified approach for trade receivable which do not contain a significant financing component and general approach for corporate guarantee contracts and financial assets measured at amortised cost and FVTOCI debt instrument. In calculating ECL, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19. ECL is considered as KAM in view of significant estimates and judgements made by the management for measurement and recognition of the same. (Refer Note 63 of the Consolidated financial statements)	Our procedures, in relation to testing of ECL, includes the following: • We have verified the calculation of ECL as estimated by the management. We have examined the methodology and the judgements/assumptions used by the management while estimating ECL.

There are no reportable KAM as per Subsidiary Companies Auditors Report.

Information Other than the Financial Statements and Auditor's Report Thereon ("Other information")

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed and based on the work done/audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income/(loss), consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act read with relevant rules issued thereunder.

The respective Management and 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 each company 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 consolidated 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.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(*i*) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for

the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in sub-paragraph (a) of the "Other Matters" paragraph below.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of three subsidiaries whose financial statements reflect total assets (before consolidation adjustments) of Rs 154.91 Lakhs as at 31 March 2022, total revenues (before consolidation adjustments) of Rs Nil, net profit / loss after tax (before consolidation adjustments) of Rs Nil and net cash inflows amounting to ₹ Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the audit reports of the other auditors.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order') issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement of the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section143 (3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiary as was audited by other auditors, as noted in the "Other Matters" paragraph, 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 and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income/(Loss), the Consolidated Statement of Changes in Equity 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 Ind AS prescribed under Section 133 of the Act read with relevant rules issued thereunder.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company are disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

   In our opinion and according to the information and explanation given to us, no managerial remuneration has been paid or provided during the year. Hence, requirement of Section 197(16) of the Act are not applicable to the Group.

3. 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 and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries as noted in the "Other Matters" paragraph:

    i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group - Refer Note 43 to the consolidated financial statements;

    ii. The Group has not entered into any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

    iv. (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 71 of the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

    (b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 71 of the consolidated financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

    (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

    v. There were no amounts which were declared or paid during the year as dividend by the Holding Company.

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

RASESH V. PAREKH - PARTNER
MEMBERSHIP NO. 38615

Mumbai
DATED: 22 June 2022
UDIN: 22038615ALLDRA8126

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in para 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the standalone financial statements for the year ended 31 March 2022.)

According to the information and explanations given to us and based on our examination, there are no companies included in the consolidated financial statements which are companies incorporated in India except the Holding Company. Holding Company have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:

Name of the Company	CIN	Holding Company/Subsidiary Company	Clause Number of the CARO Report
Wanbury Limited	L51900MH1988PLC048455	Holding Company	Clause 1(c), Clause 7(a), Clause 7(b), Clause 9(a), Clause 17, Clause 19

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

RASESH V. PAREKH - PARTNER
MEMBERSHIP NO. 38615

Mumbai
DATED: 22 June 2022
UDIN: 22038615ALLDRA8126

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in para 1 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the Members of **WANBURY LIMITED** on the consolidated financial statements for the year ended 31 March 2022.)

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

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to financial statements of the Holding Company as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2022, based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

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

FOR AND ON BEHALF OF
V. PAREKH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 107488W

RASESH V. PARTNER - PARTNER
MEMBERSHIP NO. 38615

Mumbai
DATED: 22 June 2022
UDIN: 22038615ALLDRA8126

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT 31 MARCH 2022

(₹ in Lakhs)

PARTICULARS	Note No.	As at 31 March 2022	As at 31 March 2021
A ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	9	14,871.08	15,810.61
(b) Capital work-in-progress	9	234.68	1,101.48
(c) Other Intangible assets	9	10.13	22.75
(d) Right of use assets	9	1,830.19	905.05
(e) Financial Assets			
(i) Investments	10	0.93	1.32
(ii) Other financial assets	11	376.11	347.26
(f) Deferred tax assets (net)	12	563.19	563.19
(g) Other non-current assets	13	48.11	39.35
Non-current Assets		**17,934.42**	**18,791.01**
Current Assets			
(a) Inventories	14	4,972.91	2,485.28
(b) Financial Assets			
(i) Trade receivables	15	6,279.92	3,446.75
(ii) Cash and cash equivalents	16	2,252.62	1,000.12
(iii) Bank balances other than (ii) above	17	278.64	170.04
(iv) Other financial assets	18	114.75	61.20
(c) Other current assets	19	3,225.11	2,589.65
		17,123.95	**9,753.04**
Non-Current Assets classified as held for sale	48b	196.54	373.59
		17,320.49	**10,126.63**
Total Assets		**35,254.91**	**28,917.64**
B EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	20	3,266.55	2,501.51
(b) Other Equity	21	(5,608.53)	(18,125.87)
		(2,341.98)	**(15,624.36)**
Liabilities			
Non controlling Interest		-	-
Non-current liabilities			
(a) Financial Liabilities			
i) Borrowings	22	-	7,199.41
ii) Lease Liabilities	23	413.04	432.13
(b) Provisions	24	1,206.58	1,375.02
		1,619.62	**9,006.56**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	6,702.34	8,842.84
(ii) Trade payables	27		
a) Total outstanding dues of Micro enterprise and Small enterprise (Refer Note 55)		8.33	10.48
b) Total outstanding dues of creditors other than Micro enterprise and Small enterprise		19,152.91	13,366.17
(iii) Lease Liabilities	27	244.91	81.53
(iv) Other financial liabilities	28	7,510.73	12,071.71
(b) Other current liabilities	29	1,892.52	702.51
(c) Provisions	30	296.90	275.21
(d) Current Tax Liabilities (Net)	31	168.63	185.00
		35,977.27	**35,535.44**
Total Equity and Liabilities		**35,254.91**	**28,917.64**

Significant Accounting Policies 7

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

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH 2022

(₹ in Lakhs)

PARTICULARS	Note No.	For year ended 31 March 2022	For the year ended 31 March 2021
INCOME			
Revenue from operations	32	51,118.57	39,251.75
Other Income	33	150.79	240.40
Total Income		**51,269.36**	**39,492.15**
EXPENSES			
(a) Cost of materials consumed	34	30,493.43	21,787.91
(b) Purchases of Stock-in-trade		2,014.02	1,064.88
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	35	(2,478.63)	(719.90)
(d) Employee benefits expense	36	7,480.99	6,414.66
(e) Finance costs	37	2,061.08	2,307.48
(f) Depreciation and amortisation expense	38	1,144.98	975.41
(g) Other expenses	39	10,077.48	8,902.27
Total Expenses		**50,793.35**	**40,732.72**
Profit/(Loss) before exceptional items and tax		**476.01**	**(1,240.57)**
Exceptional item			
Gain on Extinguishment of Financial Liability (Net)	50	**7,636.76**	-
Profit/(loss) before tax		**8,112.77**	**(1,240.57)**
Tax Expense	55		
- Current tax (net)		-	226.80
- Deferred tax (net)		(34.62)	(206.80)
Total tax expense		**(34.62)**	**20.00**
Profit/(Loss) for the year		**8,147.39**	**(1,260.57)**
Other Comprehensive Income/(Loss)			
A (i) Items that will not be reclassified to profit or loss			
- Actuarial gain/ loss on defined benefit obligation		110.98	(64.11)
- Gain on revaluation of property plant & equipment		35.96	-
(ii) Income tax effect on above		(34.62)	20.00
B (i) Items that will be reclassified to profit or loss			
- Exchange differences on translation of foreign operations		(1.91)	3.33
(ii) Income tax on items that may be reclassified to profit or loss		-	-
Other Comprehensive Income/(Loss) for the year, net of tax		**110.39**	**(40.78)**
Total comprehensive Income/(Loss) for the year		**8,257.79**	**(1,301.35)**
There are no discontinued operations			
Earnings per equity share (Face value of ₹ 10/-)	40		
(1) Basic- Before Exceptional Items		1.59	(5.04)
(2) Basic- After Exceptional Items		25.29	(5.04)
(3) Diluted- Before Exceptional Items		1.58	(5.04)
(4) Diluted- After Exceptional Items		25.21	(5.04)

Significant Accounting Policies **7**

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

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31 MARCH 2022

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
A Cash flows from Operating Activities		
Net Profit (Loss) before Tax	8,112.77	(1,240.57)
Adjustments for:		
Depreciation and amortisation	1,144.98	975.41
(Profit) Loss on Fixed Assets Sold (Net)	63.05	43.49
Allowances/(Reversals) for Doubtful debts (Net)	(236.46)	(235.02)
Allowances/(Reversal) for Doubtful Loans & advances (Net)	(121.52)	-
Amounts written off	387.20	352.93
Finance Cost	2,061.08	2,307.48
Unrealised Exchange (Gain) Loss (Net)	(2.33)	62.94
Interest Income	(66.94)	(40.19)
Gain on Extinguishment of Financial Liability	(7,636.76)	-
Amount Written Back	(32.06)	(164.47)
Fair value gain on financial asset measured at fair value	0.40	(0.64)
Share based payment expenses/(reversal)	71.10	20.30
Operating Profit/(Loss) before Working Capital Changes	**3,744.51**	**2,081.67**
Changes in Working Capital:		
Decrease (Increase) in Trade Receivable	(2,809.89)	1,388.86
Decrease (Increase) in Non Current Financial Assets-Loans	(27.48)	(38.61)
Decrease (Increase) in Other Non Current Assets	9.51	(6.25)
Decrease (Increase) in Other current financial assets	(50.58)	(18.33)
Decrease (Increase) in Other Current Assets	(662.31)	(1,633.41)
Decrease (Increase) in Inventories	(2,487.63)	(1,259.55)
Increase (Decrease) in Other Current-Financial Liabilities	(585.13)	10.57
Increase (Decrease) in Other Current Liabilities	1,190.01	(329.72)
Increase (Decrease) in Non Current Provisions	(57.47)	154.74
Increase (Decrease) in Current Provisions	21.69	(3.69)
Increase (Decrease) in Trade Payables	5,785.34	1,431.87
Increase (Decrease) in Foreign Currency Translation Reserve	(1.91)	3.33
Cash Generated from (Used in) Operations	**4,068.66**	**1,781.46**
Direct Taxes Paid (Net of Refunds/Prior Years Adjustments)	(16.37)	(113.31)
Net Cash generated from (Used in) Operating Activities	**4,052.29**	**1,668.15**
B Cash flows from Investing Activities		
Capital Expenditure on Property, Plant & Equipment including Capital Advances	(965.77)	(442.80)
Proceeds from Sale of Property, Plant & Equipment	1,079.81	3.08
Interest Income Received	56.07	40.80
Bank Balance not considered as Cash and Cash Equivalents (Net)	(111.46)	1,203.33
Net Cash generated from (Used in) Investing Activities	**58.65**	**804.41**
C Cash flows from Financing Activities		
Interest and Other Finance Cost	(1,507.55)	(676.19)
Proceeds from issue of equity shares	4,966.25	2.00
Payment of Lease libility (including Interest)	(223.27)	(21.54)
Repayment of Borrowings	(6,093.89)	(1,042.81)
Net Cash generated from (Used in) Financing Activities	**(2,858.46)**	**(1,738.54)**
Net Increase (Decrease) in Cash & Cash Equivalents	**1,252.50**	**734.02**
Cash and Cash equivalents as at the beginning of the Year	1,000.12	266.10
Cash and Cash Equivalents as at the end of the Year (Refer Note 16)	**2,252.62**	**1,000.12**

Significant Accounting Policies (Refer Note 7)

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

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

A. Equity Share Capital

Current Year

(₹ in Lakhs)

Particulars	Balance as at 01 April 2021	Changes in Equity Share Capital due to Prior Period errors	Restated balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance as at 31 March 2022
Authorised					
5,00,00,000 (Pr. Yr. 5,00,00,000 Equity Shares of ₹ 10/- each) Equity Shares of ₹ 10/- each	5,000.00	-	5,000.00	-	**5,000.00**
	5,000.00	**-**	**5,000.00**	**-**	**5,000.00**
Issued, (Refer Note 20)	3,263.05	-	3,263.05	3.50	**3,266.55**
Subscribed and Paid-up (Refer Note 20)	**2,501.51**	-	**2,501.51**	**765.04**	**3,266.55**

Previous Year

Particulars	Balance as at 01 April 2020	Changes in Equity Share Capital due to Prior Period errors	Restated balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance as at 31 March 2021
Authorised					
Nil (Pr. Yr. - 20,00,000 Preference Shares of ₹ 100/- each) Preference shares of ₹ 100/- each	2,000.00	-	2,000.00	(2,000.00)	**-**
5,00,00,000 (Pr. Yr 3,00,00,000 Equity Shares of ₹ 10/- each) Equity Shares of ₹ 10/- each	3,000.00	-	3,000.00	2,000.00	5,000.00
	5,000.00		**5,000.00**	**-**	**5,000.00**
Issued, (Refer Note 20)	2,499.51	-	2,499.51	763.54	**3,263.05**
Subscribed and Paid-up (Refer Note 20)	2,499.51	-	2,499.51	2.00	**2,501.51**

B. Other Equity

(₹ in Lakh

Particulars	Other Equity								Total Other
	Reserves and Surplus								
	Capital Reserve	Securities Premium	Debenture Redemption Reserve	General Reserve	Employee stock option outstanding	Exchange Fluctuation Reserve	Revaluation Surplus	Retained earnings	
Balance as at 01 April 2020	**683.41**	**5,999.67**	**412.25**	**1,323.52**	**21.55**	**10.15**	**-**	**(25,295.38)**	**(16,844.83)**
Changes in accounting policy/prior period									
Restated balance as at 01 April 2020	**683.41**	**5,999.67**	**412.25**	**1,323.52**	**21.55**	**10.15**	**-**	**(25,295.38)**	**(16,844.83)**
Profit/(Loss) for the year						-		(1,260.57)	(1,260.57)
Other comprehensive income/(loss) for the year (net of tax)						3.33		(44.11)	(40.78)
Total comprehensive income/(loss) for the year						3.33	-	(1,304.68)	(1,301.35)
Shares alloted during the year		-							-
Share based payments of employees	-	-	-	-	20.30	-		-	20.30
ESOP exercised during the year	-	7.92	-	-	(7.92)	-		-	-
Balance as at 31 March 2021	**683.41**	**6,007.59**	**412.25**	**1,323.52**	**33.92**	**13.48**	**-**	**(26,600.06)**	**(18,125.88)**
Changes in accounting policy/prior period	-	-	-	-	-	-	-	-	-
Restated balance as at 01 April 2021	**683.41**	**6,007.59**	**412.25**	**1,323.52**	**33.92**	**13.48**	**-**	**(26,600.06)**	**(18,125.88)**
Profit/(Loss) for the year								8,147.39	8,147.39
Other comprehensive income/(loss) for the year (net of tax)						(1.91)	35.96	76.35	110.40
Total comprehensive income/(loss) for the year						(1.91)	35.96	8,223.75	8,257.79
Shares alloted during the year		4,188.46							4,188.46
Share based payments of employees					71.10				71.10
ESOP exercised during the year		12.76			(12.76)				-
Additional Amortisation due to revaluation of Lease hold land							(3.19)	3.18	-
Balance as at 31 March 2022	**683.41**	**10,208.81**	**412.25**	**1,323.52**	**92.28**	**11.56**	**32.77**	**(18,373.13)**	**(5,608.54)**

CONSOLIDATED STATEMENT OF CLHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

Nature of each reserve and surplus

Capital Reserve:-This Reserve represents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations earlier.

Securities Premium Account:- Securities premium comprises of premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013

Debenture Redemption Reserve:- This reserve is created out of the retained earnings for the amount of debentures to be redeemed, as per the provisions of Companies Act, 2013.

General reserve:- This Reserve is created by an appropriation from one component of equity to another, not being an item of other comprehensive income.

Employee Stock Option Outstanding:-This Reserve relates to stock options granted by the Company to employees. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.

Retained earnings:- This is net surplus or deficit in the statement of profit and loss.

Revaluation Surplus:- This reserve represents surplus on revaluation of Freehold & Leashold land. Amount equivalent to additional amortisation due to revaluation of leasehold land is transferred to retained earnings

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

As per our report of even date
For M/s. V. Parekh & Associates.
Chartered Accountants
Firm Reg.no.: 107488W

Rasesh V. Parekh
Partner
Membership no. 038615

Mumbai, 22 June 2022

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi Shedge
Director
(DIN : 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1. CORPORATE INFORMATION:

Wanbury Limited ("The Holding Company" or "the Company") is a public limited company incorporated and domiciled in India. Its shares are listed on Bombay Stock Exchange and National Stock Exchange. The Registered office of the Company is located at BSEL Tech Park, B-Wing, 10th Floor, Sector 30-A, Opp. Vashi Railway Station, Vashi, Navi Mumbai – 400 703.

The Consolidated Financial Statement ("CFS") comprises The Holding Company and its Subsidiaries (referred to collectively as "The Group"). The Holding Company is engaged in the business of pharmaceutical and related activities, including research. The Consolidated Financial Statements of The Group for the year ended 31 March 2022 are approved for issue by Holding Company's Board of Directors on 22 June 2022.

2. BASIS OF PREPARATION:

These Financial Statements of The Group are prepared in accordance with Indian Accounting Standards ('Ind AS'), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India ('SEBI'). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

3. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements comprises the financial statement of The Holding Company and its Subsidiaries. The Financial Statements of The Holding Company and its Subsidiaries have been consolidated 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, intra-group balances and unrealized losses resulting there from and are presented to the extent possible, in the same manner as The Group's independent financial statements. The statement of profit and loss and each component of other comprehensive income are attributed to the equity holders of The Holding Company of The Group.

The Financial Statement of The Holding Company and its Subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financials statements of Subsidiaries to bring their accounting policies into line with The Groups accounting policies.

The financial statements of the Subsidiaries used in consolidation are drawn up to the same reporting date as that of The Holding Company's i.e., year ended 31 March 2022.

4. FUNCTIONAL AND PRESENTATION CURRENCY:

Functional currencies of Subsidiary companies are the respective local currencies. These financial statements are presented in Indian Rupees ('INR' or 'Rupees' or '₹' or '₹') which is the functional currency of The Holding Company.

5. ROUNDING OFF OF AMOUNTS

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh.

6. CURRENT VERSUS NON-CURRENT CLASSIFICATION

The assets and liabilities in the balance sheet are presented based on current/non-current classification.

An asset is a current asset when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets.

A liability is a current liability when it is:

- Expected to be settled in normal operating cycle, or
- Held primarily for the purpose of trading, or
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

All other liabilities are treated as non-current liabilities.

Deferred tax assets and liabilities are classified as non- current assets and liabilities respectively.

Operating Cycle:

Based on the nature of products / activities of The Group and the normal time between acquisition of the assets and their realisation in cash or cash equivalents, The Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

7. **SIGNIFICANT ACCOUNTING POLICIES:**

a. **Property, plant and equipment :**

All items Property, plant and equipment other than freehold land are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Freehold Land is stated at revalued amount

Revaluation of Land is made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date. When the fair value differs materially from its carrying amount, the carrying amount is adjusted to the revalued amount. The fair value is determined based on appraisal undertaken by a professionally qualified valuer.

Cost includes cost of acquisition, installation or construction, other direct expenses incurred to bring the assets to its working condition and finance costs incurred upto the date the asset is ready for its intended use and excludes GST eligible for credit/setoff, wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, The Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

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.

All identifiable Revenue expenses including interest incurred in respect of various projects/expansion, net of income earned during the project development stage prior to its intended use, are considered pre-operative expenses and disclosed under Capital Work-in-Progress.

Capital expenditure on tangible assets for research and development is classified under property, plant and equipment and is depreciated on the same basis as other property, plant and equipment.

Property, plant and equipment are eliminated/ derecognised from financial statements, either on disposal or when retired from active use. Losses arising in the case of the retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Depreciation & Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on the property, plant and equipment is provided based on straight line method, over the useful life of the assets as specified in Schedule II to the Companies Act, 2013. Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis. Right-of-use assets are depreciated from the commencement date / revaluation date on a straight-line basis over the shorter of the lease term and balance useful life of the underlying asset. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of the land is beyond the life of the building. In other cases, building constructed on leasehold lands are amortised over the primary lease period of the lands.

The asset’s residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount. Advances given towards acquisition of Property, plant and equipment outstanding at Balance sheet date are disclosed as Capital Advances under “Non Current Assets - Others”.

b. **Intangible Assets :**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to The Group and the cost of the assets can be measured reliably.

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment loss, if any.

Internally generated intangibles are not capitalised (except as per the below mentioned policy on research and development) and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Software is amortised over their estimated useful life on straight line basis from the date they are available for intended use, subject to impairment test.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the assets is derecognised.

Research and Development

Revenue expenditure pertaining to research is charged to the Consolidated Statement of Profit and Loss. Development costs of products are also charged to the Consolidated Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalized. These costs are charged to the respective heads in the Consolidated Statement of Profit and Loss in the year it is incurred. The amount capitalized comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Property, plant and equipment and Other Intangible Assets utilized for research and development are capitalized and depreciated / amortised in accordance with the policies stated for Property, plant and equipment and Other Intangible Assets.

c. **Non-Current assets held for sale :**

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use and a sale is considered highly probable. Non-current assets as held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. These assets are presented separately in balance sheet. Property, plant and equipment are not depreciated once classified as held for sale.

d. **Impairment of non-financial assets :**

The carrying amount of Non-Financial Assets(other than inventories and deffered tax assets)/ Cash Generating Units ('CGU') are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized in the Consolidated Statement of Profit and Loss wherever the carrying amount of a Non-Financial Assets / CGU exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the assets. A previously recognised impairment loss is increased or reversed depending on the changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there was no impairment.

e. **Financial Instruments :**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:

Classification:

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL'), on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement:

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement:

For the purpose of subsequent measurement, financial assets are classified in two broad categories:

- Financial assets at fair value (FVTPL/FVTOCI)
- Financial assets at amortised cost

When assets are measured at fair value, gains and losses are either recognised in the Consolidated statement of profit and loss (i.e. fair value through profit or loss- FVTPL), or recognised in other comprehensive income (i.e. fair value through other comprehensive income -FVTOCI).

Financial Assets measured at amortised cost (net of write down for impairment, if any):

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method less impairment, if any. The losses arising from impairment are recognised in the Consolidated statement of profit and loss.

Financial assets measured at Fair value through other comprehensive income ('FVTOCI'):

Financial assets under this category are measured initially as well as at each reporting date at fair value, when asset is held within a business model, whose objective is to hold assets for both collecting contractual cash flows and selling financial assets. Fair value movements are recognized in the other comprehensive income.

Financial assets measured at fair value through profit or loss ('FVTPL'):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss. Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL.

Derecognition of Financial Assets:

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or The Group has transferred its rights to receive cash flows from the asset.

Impairment of Financial Assets (Other than at Fair Value):

In accordance with Ind AS 109, The Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets measured at amortised cost and FVTOCI debt instrument.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require The Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial Liabilities:

Classification:

The Group classifies all financial liabilities as subsequently measured at amortised cost or FVTPL.

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs.

Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Interest bearing Loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Gains and Losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Consolidated statement of Profit & Loss.

Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

Derivative Financial Instrument:

The Group uses derivative financial instruments, such as forward currency contracts to mitigate its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. any changes therein are generally recognized in statement of profit and loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

f. **Inventories:**

Raw materials and packing materials are valued at lower of cost and net realizable value, cost of which includes duties and taxes - net of set offable GST/Custom Duty wherever applicable. Finished products including traded goods and work-in-progress are valued at lower of cost and net realizable value. Cost is arrived on moving average basis.

The cost of inventories have been computed to include all cost of purchases, cost of conversion, standard overheads and other related cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses necessary to make the sale.

Slow and non-moving material, product nearing expiry obsolesces defective inventory are fully provided for and valued at net realizable value.

Goods and materials in transit are valued at actual cost incurred up to the reporting date.

Materials and other items held for use in production of inventories are not written down, if the finished products in which they will be used are expected to be sold at or above cost.

g. **Trade Receivables :**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost, less loss allowance.

h. **Cash and Cash Equivalents :**

Cash and Cash Equivalents comprise of cash on hand and cash at bank including fixed deposit/highly liquid investments with original maturity period of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalent consists of cash and short-term deposits, as defined above, as they are considered an integral part of the Group's cash management

i. **Cash Flow Statements :**

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash in 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 Group is segregated.

j. **Foreign Currency Transactions :**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.

Monetary items, denominated in foreign currencies at the reporting date are re-measured at the exchange rate prevailing on the reporting date. Non-monetary foreign currency items denominated in foreign currency are carried at cost and not re-measured at the exchange rate prevailing as at reporting date.

Any income or expense on account of exchange difference either on settlement or on re-measurement is recognised in the Consolidated statement of profit and loss.

In case of foreign operations whose functional currency is different from The Holding Company's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognized in other comprehensive income/ (loss) and presented within equity as part of FCTR. When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is reclassified to the Consolidated Statement of Profit and Loss as a part of gain or loss on disposal.

k. **Revenue Recognition :**

The Group derives revenue primarily from sale of manufactured goods and traded goods.

The Group applied Indian Accounting Standard 115 (Ind AS 115) –'Revenue from contracts with customers' and Revenue from the sale of goods is recognised – net of returns, discounts and rebates and taxes collected from customers – if the following conditions are met:

- The significant risks and rewards of ownership of the goods have been transferred to the buyer.
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

- The amount of revenue can be measured reliably.
- It is probable that the economic benefits associated with the transaction will flow to The Group.
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue is recognised on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration The Group expects to receive in exchange for those products.

The transaction price is documented on the sales invoice and payment is generally due as per agreed credit terms with the customer.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

A receivable is recognised when the goods are delivered as this is the point in the time that the consideration is unconditional because only the passage of time is required before the payment is done.

Dividend income is recognised when right to receive dividend is established. Interest income is recognised on time proportion basis. Insurance and other claims are recognised as revenue on certainty of receipt on prudent basis.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same. Export benefit receivables are carried at net realisable value.

I. **Employee Benefits of The Holding Company:**

(i) Short term employee benefits

All employee benefits payable wholly within twelve months from reporting date are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives and the expected cost of bonus ex-gratia etc are recognised during the period in which the employee renders related service.

(ii) Defined benefit plans

<u>Gratuity plan</u>

The Holding Company provides for gratuity, a defined benefit retirement plan (‘the Gratuity Plan’) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with The Holding Company.

Liabilities with regard to Gratuity Plan are determined by actuarial valuation, Performed by an independent actuary, at each balance sheet date using the Projected Unit Credit Method.

The Holding Company contributes all ascertained liabilities to The Group gratuity scheme with Life Insurance Corporation of India as permitted by laws of India.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any assets resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. The Group recognises the net obligations of a defined benefit plan in its balance sheet as an asset or liability. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. The effect of any plan amendments are recognised in the statement of profit and loss.

<u>Compensated absences</u>

The Holding Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

Liabilities in respect of Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at the present value of the defined benefit obligation at the balance sheet date.

Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

(ii) Defined contribution plans

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits. The Holding Company pays provident fund contributions to publicly

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

administered provident funds as per local regulations. The Holding Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

m. **Employees Stock Options Plans ("ESOPs") of The Holding Company:**

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period, based on The Holding Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in Equity under "Employee Stock Options Outstanding Reserve". At the end of each reporting period, The Holding Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the statement of profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the Employee Stock Options Outstanding Reserve. The Group recognises compensation expense relating to share-based payments in net profit using fair-value in accordance with IndAS 102, Share-Based Payment.

n. **Trade and Other Payables:**

These amounts represent liabilities for goods and services provided to The Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the terms agreed. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost.

o. **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless The Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lenders agree, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

p. **Borrowing Costs :**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

q. **Lease :**

The Group lease assets primarily consists of office premises which are generally cancellable and leasehold land. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, The Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) The Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) The Group has the right to direct the use of the asset.

At the date of commencement of the lease, The Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, The Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The right-of-use assets other than leasehold land are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Leasehold Land at stated at revalued amount Right-of-use assets are depreciated from the commencement date / revaluation date on a straight-line basis over the shorter of the lease term and balance useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re-measurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and the lease payments have been classified as financing cash flows.

r. **Government Grant:**

Grants from the Government are recognised at their fair value where there is reasonable assurance that the grant will be received and The Group will comply with all the attached condition.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

s. **Earnings Per Share:**

Basic earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period [including instruments which are mandatorily convertible into equity shares (if any)]. Diluted earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

t. **Income Taxes :**

Income tax expense comprises current and deferred income tax.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable of receivable in respect of prior periods. It is measured using tax rates and tax laws that have been enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, The Group;

- Has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which The Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that The Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

u. **Provisions, contingent Liabilities, contingent assets and commitments:**

Provision (legal and constructive) are recognized when The Group has a present obligation (legal and constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions (ecluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed in the Notes to the Consolidated Financial Statements. Contingent liabilities are disclosed for;

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- Present obligations arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent liabilities are not recognised but disclosed in the consolidated financial statements. Contingent assets are neither recognised not disclosed in the financial statements.

Commitments includes the amount of purchase order(net of advances) issued to parties for completion of assets and Non-cancellable operating lease.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

v. **Fair value measurement :**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date in accordance with IND AS 113. Financial Statements have been prepared on the historical cost basis except for the following material items in the statement of financial position;

- Derivative financial instruments, if any, are measured at fair value received from Bank.
- Employee Stock Option Plan (ESOP) at fair value as per Actuarial Valuation Report.

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, The Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, The Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

w. **Exceptional Items**

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of The Group. These are material items of income or expense that have to be shown separately due to the significance of their nature or amount.

x. **Recent accounting pronouncements:**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1 April 2022 as below:

Ind AS 103 – Reference to conceptual framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

Ind AS 16 – Property Plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

Ind AS 37 – onerous contracts - costs of fulfilling a contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts.

Ind AS 109 – Annual improvements to ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10%' test of Ind AS 109 in assessing whether to derecognise a financial liability.

The Group will evaluate these amendments to give effect as required by law.

8. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS:

The preparation of Group's consolidated financial statements in conformity with IndAS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and under lying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

The areas involving estimates or judgments are as follows:

Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID 19)

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, tangible and intangible assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, The Group, as at the date of approval of these financial statements has used internal and external sources of information on the expected future performance of The Group. The Group has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on The Group's financial statements may differ from that estimated as at the date of approval of these financial statements.

a. **Property, plant and equipment :**

Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. Assumptions also need to be made, when The Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

b. Allowance for Inventories:

Management reviews the inventory age listing on a periodic basis. The review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statement for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in The Group's financial statements.

Management also reviews net realisable value for all its inventory and is satisfied that adequate allowance has been made in the financial statements.

c. Intangible Assets :

Internal technical or user team assesses the remaining useful lives of Intangible assets. Management believes that assigned useful lives are reasonable.

d. Recognition and measurement of defined benefit obligations :

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

e. Recognition of deferred tax assets and income tax :

Deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

f. Recognition and measurement of other provisions :

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

g. Contingencies :

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against group as it is not possible to predict the outcome of pending matters with accuracy.

h. Allowance for uncollected accounts receivable and advances :

Trade receivables do not carry any interest and are stated at values as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management considers them not collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

The impairment provisions for financial assets are based on assumption about risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

i. Insurance Claims :

Insurance claims are recognised when The Group has reasonable certainty of recovery.

j. Impairment Reviews :

An impairment exists when the carrying value of an non-financial asset or cash generating unit ('CGU') exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

9.1 PROPERTY, PLANT & EQUIPMENTS
Current Year

(₹ in Lakhs)

	Description	Gross Block				Accumulated Depreciation/Amortisation				Net Block
		As at 01 April 2021	Addition/ Adjust-ment	Deduction/ Adjustment	As at 31 March 2022	As at 01 April 2021	for the Period	Deduction/ Adjustment	As at 31 March 2022	As at 31 March 2022
		(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
A	**Property, Plant & Equipments**									
	Free Hold Land	4,739.81	896.54	1,717.33*	3,919.02	-	-	-	-	3,919.02
	Factory Building	5,021.33	341.31	-	5,362.64	1,169.38	262.37	-	1,431.75	3,930.89
	Plant & Machinery	9,355.05	443.98	56.07	9,742.96	2,672.10	542.55	20.26	3,194.39	6,548.57
	Furniture & Fixtures	300.78	0.47	-	301.25	170.51	24.98	-	195.49	105.75
	Vehicles	131.08	-	-	131.08	122.78	2.69	-	125.47	5.61
	Office Equipments	151.58	30.77	-	182.35	130.16	15.25	-	145.41	36.94
	Electrical Installations	101.31	-	-	101.31	57.40	7.96	-	65.36	35.94
	Laboratory Equipments	600.64	18.57	-	619.21	290.51	60.82	-	351.33	267.88
	Computers	114.98	12.09	-	127.07	93.11	13.51	-	106.62	20.45
	Leasehold Improvement	-	-		-	-			-	-
	Total	**20,516.56**	**1,743.73**	**1,773.40**	**20,486.90**	**4,705.95**	**930.13**	**20.26**	**5,615.82**	**14,871.08**
B	**Other Intangible Asset**									
	Software	137.65	-	-	137.65	114.90	12.63	-	127.52	10.13
	Total	**137.65**	**-**	**-**	**137.65**	**114.90**	**12.63**	**-**	**127.52**	**10.13**
C	**Capital Work In Progress(Refer note 9.8)**	-	-	-	-	-	-	-	-	**234.68**
	Total (A+B+C)	**20,654.21**	**1,743.73**	**1,773.40**	**20,624.54**	**4,820.85**	**942.75**	**20.26**	**5,743.34**	**15,115.89**

* Includes ₹ 787.33. Lakhs. Refer note 9.6

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

9.2 Previous Year

(₹ in Lakhs)

	Description	Gross Block				Accumulated Depreciation/Amortisation				Net Block
		As at 01 April 2020	Addition/ Adjust-ment	Deduction/ Adjustment	As at 31 March 2021	As at 01 April 2020	for the Period	Deduction/ Adjustment	As at 31 March 2021	As at 31 March 2021
		(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
A	**Property, Plant & Equipments**									
	Free Hold Land	4,739.81			4,739.81	-	-	-	-	4,739.81
	Factory Building	4,513.03	508.29	-	5,021.33	923.78	245.60	-	1,169.38	3,851.95
	Plant & Machinery	9,134.98	298.29	78.22	9,355.05	2,158.46	547.03	33.39	2,672.10	6,682.96
	Furniture & Fixtures	302.19	1.60	3.00	300.78	146.42	25.62	1.53	170.51	130.27
	Vehicles	129.33	1.75		131.08	116.21	6.57	-	122.78	8.30
	Office Equipments	143.98	7.76	0.15	151.58	111.38	18.91	0.13	130.16	21.42
	Electrical Installations	101.31		-	101.31	49.44	7.96	-	57.40	43.91
	Laboratory Equipments	588.28	12.81	0.45	600.64	231.35	60.36	1.20	290.51	310.13
	Computers	100.46	14.52	-	114.98	83.10	10.01	-	93.11	21.87
	Leasehold Improvement	-		-	-	-	-	-	-	-
B	**Total**	**19,753.37**	**845.01**	**81.82**	**20,516.56**	**3,820.14**	**922.06**	**36.26**	**4,705.94**	**15,810.61**
	Other Intangible Asset									
	Software	134.90	2.75	-	137.65	93.61	21.29	-	114.90	22.75
C	**Total**	**134.90**	**2.75**	**-**	**137.65**	**93.61**	**21.29**	**-**	**114.90**	**22.75**
	Capital Work In Progress(Refer note 9.8)			-	-	-	-	-	-	1,101.48
	Total (A+B+C)	**19,888.26**	**847.76**	**81.82**	**20,654.21**	**3,913.75**	**943.35**	**36.26**	**4,820.84**	**16,934.84**

9.3 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.

9.4 Capital Work in Progress includes Machinery under installation, Construction material purchases and other assets under erection. It includes ₹ Nil (Pr. Yr. - ₹ 896.54 Lacs) of erstwhile PPIL (Refer Note 48a).

9.5 Right of use assets

Current Year

(₹ in Lakhs)

Description	Gross Block				Accumulated Depreciation				Net Block
	As at 01 April 2021	Addition/ Adjustment	Deduction/ Adjustment	As at 31 March 2022	As at 01 April 2021	for the Period	Deduction/ Adjustment	As at 31 March 2022	As at 31 March 2022
	(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
Lease Hold Land	421.31	823.29	-	1,244.60	12.62	9.45	-	22.07	1,222.53
Lease Hold Premises	522.12	304.06	-	826.18	25.75	192.77		218.52	607.66
Total	**943.43**	**1,127.35**	**-**	**2,070.78**	**38.37**	**202.22**	**-**	**240.59**	**1,830.19**

Refer note 9.6

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Previous Year (₹ in lakhs)

Description	Gross Block				Accumulated Depreciation				Net Block
	As at 01 April 2020	Addition/ Adjustment	Deduction/ Adjustment	As at 31 March 2021	As at 01 April 2020	for the Period	Deduction/ Adjustment	As at 31 March 2021	As at 31 March 2021
	(1)	(2)	(3)	(4)= (1+2-3)	(5)	(6)	(7)	(8)=(5+6-7)	(9) =(4-8)
Lease Hold Land	421.31	-	-	421.31	6.31	6.31	-	12.62	408.69
Lease Hold Premises		522.12		522.12	-	25.75		25.75	496.37
Total	**421.31**	**522.12**	**-**	**943.43**	**6.31**	**32.06**	**-**	**38.37**	**905.05**

During the year ended the Holding Company has revalued Land on 15 January 2022 as per the valuation report by approved valuer and Net surplus of ₹ 35.96 Lakhs has been credited to Revaluation Surplus.

Property	**Revaluation Amt. (₹ in lakhs)**
Freehold Land	(787.33)
Leasehold Land	823.29
Net Revaluation Gain	**35.96**

9.7 Details of the title deeds of certain factory building and leasehold land which are not in the name of the Company are as under.

As on 31 March 2022

Relevant line item in Balance sheet	Description of item of property	Gross carrying value (₹ in lakhs)	Title deeds held in the name of	Whether title deed holder is promoter/ director or relative/ employee of promoter/ director	Property held since	Reason for not being held in the name of the company
Property, Plant & Equipments	Factory Building	111.80	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Property, Plant & Equipments	Factory Building	14.68	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	8.79	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	446.62	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Non-Current Assets classified as held for sale	Office Premises	196.54	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger

As on 31 March 2021

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Relevant line item in Balance sheet	Description of item of property	Gross carrying value (₹ in lakhs)	Title deeds held in the name of	Whether title deed holder is promoter/ director or relative/ employee of promoter/ director	Property held since	Reason for not being held in the name of the company
Property, Plant & Equipments	Factory Building	111.80	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Property, Plant & Equipments	Factory Building	14.68	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Property, Plant & Equipments	Freehold Land	2,936.25	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Capital Work in Progress	CWIP	896.54	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	7.82	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Right of use assets	Leasehold Land	397.59	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger
Non-Current Assets classified as held for sale	Office Premises	196.54	The Pharmaceutical Products of India Limited	No	2007	by virtue of Merger

9.8 Capital Work in Progress

Ageing of Capital work-in-progress as on 31 March 2022 is as follows:

(₹ in lakhs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	234.68	-	-	-	234.68
	234.68	**-**	**-**	**-**	**234.68**

*Project execution plans are assessed on an annual basis and all the projects are executed as per rolling annual plan.

Ageing of Capital work-in-progress as on 31 March 2021 is as follows: **(₹ in lakhs)**

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*	204.94	-	-	896.54	1,101.48
	204.94	**-**	**-**	**896.54**	**1,101.48**

*Project execution plans are assessed on an annual basis and all the projects are executed as per rolling annual plan.

	31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
10	**Non Current Investments**		
10.1	**Investment in Equity Instruments**		
	(i) In Subsidiary Companies - Unquoted (at cost/deemed cost)		
	Cantabaria Pharma S.L.		
	1000 (Pr. Yr. - 1000) Shares of Euro 60 each of Cantabria Pharma SL, Spain fully paid up	-	-
	(ii) In Others - Unquoted (Fair Value through Profit & Loss)		
	The Saraswat Co-op. Bank Ltd.		
	706 (Pr. Yr. - 706) Equity Share of ₹ 10 each fully paid up	0.07	0.07
	The Shamrao Vithal Co-op. Bank Ltd.		
	100 (Pr. Yr. - 100)Equity Share of ₹ 25 each fully paid up	0.03	0.03
	Bravo Healthcare Limited		
	12,71,250 (Pr. Yr. - 12,71,250) Equity Share of ₹ 10 each fully paid up		
	(iii) In Others - Quoted (Fair Value through Profit & Loss)		
	Bank of India		
	1,800 (Pr. Yr. - 1,800)Equity Share of ₹ 10 each fully paid up	0.83	1.22
		0.93	**1.32**
10.2	Aggregate carrying value of quoted investments	0.83	1.22
10.3	Aggregate market value of quoted investments	0.83	1.22
10.4	Aggregate carrying value of unquoted investments	0.10	0.10
10.5	Aggregate amount of impairment in value of investments	-	-
10.6	Details of investments at cost which has been fully provided for diminution in the value in the earlier years:		
	Cantabaria Pharma S.L.		
	1000 (Pr. Yr. - 1000) Shares of Euro 60 each of Cantabria Pharma SL, Spain fully paid up	381.28	381.28
	Bravo Healthcare Limited		
	12,71,250 (Pr. Yr. - 12,71,250) Equity Share of ₹ 10 each fully paid up	53.40	53.40
		434.68	**434.68**
11	**Non Current Financial Assets - Loans**		
	(Unsecured, consider good, unless otherwise stated)		
	In Deposit Accounts with Banks (Under Lien)		
	-with original maturity of more than 12 months from balance sheet date	39.72	36.86
	Interest Accrued on fixed deposit with Banks	4.74	0.01
	Security Deposits	331.65	310.39
		376.11	**347.26**
12	**Deferred Tax Assets**	563.19	563.19
	MAT Credit Entitlement	**563.19**	**563.19**
13	**Non Current Assets - Others**		
	Capital Advances	48.11	29.84
	Prepaid Expenses	-	9.50
		48.11	**39.35**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

14	**Inventories**		
	Raw Materials and Packing Materials	899.52	898.36
	Work-in-Progress	751.61	265.27
	Finished Goods (including in transit ₹ 1,176.99 Lakhs, Pr. Yr. ₹ 756.55 Lakhs)	2,631.25	995.19
	Stock-in-Trade	666.81	310.58
	Fuel	23.72	15.88
		4,972.91	**2,485.28**
15	**Trade Receivables**		
	(Unsecured, considered good unless otherwise stated)		
	Trade receivables considered good	6,279.92	3,446.75
	Trade receivables which have significant increase in credit risk	220.66	457.12
		6,500.58	3,903.87
	Less: Allowance for doubtful trade receivables	220.66	457.12
	Total Trade Receivables	**6,279.92**	**3,446.75**
	Break-up of Security details		
	(i) Trade receivables considered good - Secured	-	-
	(ii) Trade receivables considered good - Unsecured	6,279.92	3,446.75
	(iii) Trade receivables which have significant increase in credit risk	220.66	457.12
	(iv) Trade receivables - Credit impaired	-	-
	Total	6,500.58	3,903.87
	Less: Allowance for doubtful trade receivables	220.66	457.12
	Total Trade Receivables	**6,279.92**	**3,446.75**

Trade receivable ageing schedule for the year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	6,261.21	7.26	6.05	0.03	5.37	6,279.92
Undisputed Trade Receivables – which have significant increase in credit risk	0.51	0.07	36.35	27.43	156.30	220.66
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total (a)	**6,261.73**	**7.33**	**42.40**	**27.47**	**161.67**	**6,500.58**
Allowance for doubtful trade receivable						220.66
Total (b)	**-**	**-**	**-**	**-**	**-**	**220.66**
Total [(a)-(b)]						**6,279.92**

Trade receivable ageing schedule for the year ended 31 March 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	2,698.57	534.60	164.18	25.22	30.18	3,446.75
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	59.34	44.11	353.66	457.12
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total (a)	**2,698.57**	**534.60**	**223.52**	**69.33**	**383.85**	**3,903.87**
Allowance for doubtful trade receivable						457.12
Total (b)	**-**	**-**	**-**	**-**	**-**	**457.12**
Total [(a)-(b)]						**3,446.75**

The carrying amounts of the trade receivables include receivables which are subject to factoring arrangement. Under this arrangement, the Company has transferred the relevant receivables to the “Factor” in exchange for cash and is prevented from selling or pledging the receivables. However, the Company has retained late payment and credit risk. The Company therefore

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

continues to recognise the transferred assets in their entirety in its balance sheet. The amount repayable under the factoring agreement is presented as secured borrowing. The Company considers the held to collect business model to remain appropriate for these receivables and hence continues measuring them at amortised cost.

The relevant carrying amounts are as follows:

	31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
Total transferred receivables	347.12	170.98
Associated secured borrowing (Note 25)	286.37	151.46

16 Cash and Cash Equivalents

Balances with Banks:		
- In Current Account	2,243.01	990.99
- In EEFC Account	4.90	6.11
Cash on Hand	4.71	3.02
	2,252.62	**1,000.12**

17 Bank Balances other than Cash and Cash Equivalents

In Deposit Accounts with Banks (Under Lien)		
-with original maturity of more than 3 months and upto 12 months	262.40	156.67
-with original maturity of more than 12 months (within 12 month from Balance Sheet date)	2.89	0.37
In Deposit Accounts with Banks (Others)		
-with original maturity of more than 3 months and upto 12 months	13.35	13.01
	278.64	**170.04**

18 Current Financial Assets - Others

Interest Accrued on fixed deposit with Banks	3.24	0.26
Export Benefit Receivable	111.51	60.93
	114.75	**61.20**

19 Other Current Assets- Non Financial

(Unsecured, considered good, unless otherwise stated)

Advances to Related Parties (Refer Note 60):		
- Considered Doubtful	7,291.07	7,291.07
	7,291.07	7,291.07
Less: Allowance for Doubtful Advances to related parties	7,291.07	7,291.07
	-	-
Advance to Employees:		
- Considered Good	35.85	86.02
- Considered Doubtful	170.65	170.09
	206.50	256.11
Less: Allowance for Doubtful Advances to Employees	170.65	170.09
	35.85	86.02
Advance to Suppliers other than Capital Advances		
- Considered Good	180.13	256.12
- Considered Doubtful	324.12	297.82
	504.25	553.94
Less: Allowance for Doubtful Advances to Suppliers	324.12	297.82
	180.13	256.12
Prepaid Expenses	196.95	86.68
Export Benefit Receivable	128.06	626.60
Other receivable	100.00	
Balance with Statutory/Government Authorities:		
- VAT Receivable	49.62	104.20
- GST Receivable	2,534.50	1,430.03
	3,225.11	**2,589.65**

20 Share Capital

	31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Authorised		
5,00,00,000 (Pr. Yr. 5,00,00,000 Equity Shares of ₹ 10/- each) Equity Shares of ₹ 10/- each	5,000.00	5,000.00
	5,000.00	**5,000.00**
Issued		
3,26,65,498 (Pr. Yr. 3,26,30,498) Equity Shares of ₹ 10/- each fully paid up	3,266.55	3,263.05
Subscribed and Paid-Up		
3,26,65,498 (Pr. Yr. 2,50,15,117) Equity Shares of ₹ 10/- each fully paid up	3,266.55	2,501.51
Total Share Capital	**3,266.55**	**2,501.51**

20.1 Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

Particulars	31 March 2022		31 March 2021	
	Number	(₹ in Lakhs)	Number	(₹ in Lakhs)
Shares outstanding at the beginning of the year	25,015,117	2,501.51	24,995,117	2,499.51
Add: Equity Shares allotted during the year against prefential allotment	7,615,381	761.54	-	
Add: Equity Shares allotted during the year against options exercised under 'Employee Stock Options Plan 2016'	35,000	3.50	20,000	2
Shares outstanding at the end of the period	**32,665,498**	**3,266.55**	**25,015,117**	**2,501.51**

20.2 Terms/Rights attached to equity shares

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

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

20.3 Outstanding Options to subscribe to equity shares

11,25,236 warrants of the face value of ₹ Nil have been allotted to the shareholders of Erstwhile PPIL as per the BIFR order. The warrant holders have the right to subscribe to one equity share of ₹ 10/- each at the premium of ₹ 125/- per share which is exercisable within five years from 27 June 2007,being the date of allotment of the warrants. Refer note 47a.

58,199 Zero Coupon Optionally Fully Convertible Debentures (OFCDs) of face value of ₹ 1,000/- each were allotted to the lenders of erstwhile PPIL pursuant to the order dated 24 April 2007 of Hon'ble BIFR. OFCD were convertible between 1 November 2008 and 30 April 2012 into its equity shares at a price of ₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right. Refer note 47a.

Refer Note 48 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.

20.4 Shares held by promoters as at 31 March 2022

Promoter name	As at 31 March 2022			As at 31 March 2021		
	No. of shares	% of holding of total shares	% Change during the year	No. of shares	% of holding of total shares	% Change during the year
Kingsbury Investments Inc	3,024,000	9.26	-	3,024,000	12.08	-
Expert Chemicals (India) Pvt. Ltd.	10,005,561	30.63	-	10,005,561	39.96	-
Total promoters shares outstanding	**13,029,561**	**39.89**	**-**	**13,029,561**	**52.04**	**-**

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Name of Shareholder	31 March 2022		31 March 2021	
	No. of Shares	% of holding of total shares	No. of Shares	% of holding of total shares
Kingsbury Investments Inc	3,024,000	9.26	3,024,000	12.08
Expert Chemicals (India) Pvt. Ltd.	10,005,561	30.63	10,005,561	39.96
Edelweiss Assets Reconstruction Company Limited (EARC)	-	-	1,750,000	7.00
Elizabeth Mathew	1,846,153	5.65	-	-

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.

20.6 Equity Shares reserved for issuance:

Particulars	31 March 2022	31 March 2021
	No of Shares of FV ₹ 10	No of Shares of FV ₹ 10
Employee Stock Options Plan 2016 of the Company	918,464	953,464
Convertible warrants	54,50,000	-

20.7 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.

20.8 During the year, by the special resoultion in Extra ordinary General Meeting held on 20 March 2021, the Authorised Share Capital of the Company aggregating to ₹ 50,00,00,000 which consist of 3,00,00,000 Equity Shares of ₹ 10/- each and 20,00,000 Preference Shares of ₹ 100/- each has been reclassified to ₹ 50,00,00,000 consisting of 5,00,00,000 Equity Shares of ₹ 10/- each.

20.9 In the Extra-ordinary General Meeting of members held on 20 March 2021, the Company approved the issue and allotment of 76,15,381 equity shares of ₹ 10 each on preferential basis to Non promoter group at issue price of ₹ 65 per share (including premium of ₹ 55 per equity share) for a consideration of ₹ 49,49,99,765/-. The same have been alloted on 22nd April 2021.'

20.10 In accordance with SEBI regulations, during the year ended 31 March 2022, with the approval of members by the Special resolution in the Extra Ordinary General meeting held on 17 March 2022, the Board of Holding Compnay is entitled to issue and allot 54,50,000 convertible share warrants to promoter group company on preferntial basis at issue price of ₹ 105 per warrant. 25% of issue price to be received at the time of issue and allotment of warrants. 75% of issue price to be received at the time of allotment of shares. Each warrant is convertible into 1 fully paid equity share of ₹ 10 each. All of the above 54,50,000 warrants are still outstanding for conversion into equity shares of the company.

20.11 The Company is not a subsidiary company.

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
21	**Other Equity**		
	Capital Reserves	683.41	683.41
	Securities Premium	10,208.81	6,007.60
	Debenture Redemption Reserve	412.25	412.25
	General Reserve	1,323.52	1,323.52
	Employee Stock Option Outstanding	92.27	33.94
	Revaluation Reserve	32.77	-
	Retained Earnings	(18,373.12)	(26,600.06)
	Exchange Fluctuation Reserve	11.56	13.48
	Total other equity	**(5,608.53)**	**(18,125.87)**
22	**Non-current Financial Liabilities - Borrowings**		
	Term loans (Secured)		
	From Others (Rupee)	-	7,199.41
		-	**7,199.41**

22.1 Net debt reconciliation

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

This section sets out an analysis of debt and the movements in net debt for the current period

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Cash and cash equivalents	2,252.62	1,000.12
Non-current Borrowings	-	(7,199.41)
Current Borrowings	(1,320.63)	(1,642.10)
Current maturities of long term borrowings	(5,381.71)	(4,189.00)
Interest accrued	(237.10)	(2,714.92)
Unpaid dues	(739.87)	(5,482.98)
Other Current Financial Liability	(3,519.96)	(3,541.86)
Lease Liabilities	(657.95)	(513.65)
Net Debt	**(9,604.60)**	**(24,283.80)**

(₹ in Lakhs)

Particulars	Cash and cash equivalent	Liabiltiy from financing activities	Total
Balance as on 01 April 2021	1,000.12	(25,283.93)	(24,283.80)
Cash outflows	1,252.50	6,093.89	7,346.39
Interest expense for the year	-	(1,997.58)	(1,997.58)
Interest payment	-	1,507.55	1,507.55
Revaluation of foreign currency borrowings	-	8.00	8.00
Lease liabilities		(303.73)	(303.73)
Repayment of Lease liabilities		159.76	159.76
Gain on extinguishment of loan liability		7,636.76	7,636.76
Repayment of liability against Corporate Guarantee		322.04	322.04
Closing balance as on 31st March 2022	**2,252.62**	**(11,857.24)**	**(9,604.60)**

(₹ in Lakhs)

Particulars	Cash and cash equivalent	Liability from financing activities	Total
Balance as on 01 April 2020	**266.10**	**(24,288.23)**	**(24,022.13)**
Cash outflows	734.02	1,042.81	1,776.84
Interest expenese for the year	-	(2,294.41)	(2,294.41)
Interest payment	-	676.19	676.19
Revaluation of foreign currency borrowings	-	(3.07)	(3.07)
Additional Lease liabilities		(535.19)	(535.19)
Repayment of Lease liabilities		21.54	21.54
Repayment of liability against Corporate Guarantee		96.43	96.43
Closing Balance as on 31 March 2021	**1,000.12**	**(25,283.93)**	**(24,283.80)**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

22.2	Nature of Security	Term of Interest and Repayment	As at 31 March 2022	As at 31 March 2021
	Working Capital Term Loan I : First pari passu charge on all the present and future fixed assets of the company excluding Tanuku plant & on all the present and future current assets of the company including few brands of the company. Second pari passu charges on all the present and future fixed assets of the company, situated at Tanuku plant. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments, Personal Guarantee of Mr. K Chandran, director of the company.	IDBI Bank : The loan repayable in 4 equal annual installments from 30 September 2017 to 30 September 2020 All other lenders : The loan repayable in 4 equal annual installments from 31 March 2018 to 31 March 2021 Fixed Interest payable@ 1%	-	367.31
	Funded Interest Term Loan : First pari passu charge on all the present and future fixed assets of the company excluding Tanuku plant & on all the present and future current assets of the company including few brands of the company. Second pari passu charges on all the present and future fixed assets of the company, situated at Tanuku plant. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The loan repayable in 32 quarterly instalments starting from 1 October 2012 to 30 December 2020 As per RBI notication on COVID 19 regulatory package during FY 2021; IDBI bank had sanctioned further moratorium of 6 months on loan repayments falling due between 1 October 2020 to 31 March 2021. Interest @ 5.00% p.a.	-	18.81
	Term loan EARC -Edelweiss : First pari passu charge on all the present and future fixed assets including few brands of the company. Second pari passu charge on all the present and future current assets of the company. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd. and pledge of 5 shares of Wanbury Global FZE, Corporate Guarantee of Experts Chemicals , Bravo Healthcare,Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The payment is due for repayment by 15 September. 2022	3,000.06	13,290.10

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Term loan EARC -Edelweiss : First pari passu charge on all the present and future fixed assets including few brands of the company. Second pari passu charge on all the present and future current assets of the company. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd. and pledge of 5 shares of Wanbury Global FZE, Corporate Guarantee of Experts Chemicals , Bravo Healthcare,Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The payment terms are under discussions and yet to be concluded.	2,381.65	-
Working Capital Term Loan II: First pari passu charge on all the present and future fixed assets of the company excluding Tanuku plant & on all the present and future current assets of the company including few brands of the company. Second pari passu charges on all the present and future fixed assets of the company, situated at Tanuku plant. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments, Personal Guarantee of Mr. K Chandran, director of the company.	IDBI Bank :The loan repayable in 4 equal annual instalments from 30 September 17 to 30 September 2010 All other lenders : The loan repayable in 4 equal annual instalments from 31 March 2018 to 31 March 2021 As per RBI notication on COVID 19 regulatory package during FY 2021; Axis bank had sanctioned further moratorium of 6 months on loan repayments falling due between 1 October 2020 to 31 March 2021 Interest @ 5.00% p.a.	-	600.44
Term Loan First pari passu charge on all the present and future fixed assets of the company, excluding Tanuku plant. First pari passu charge on few brands of the company. Second pari passu charge on all the present and future fixed assets situated at Tanuku plant. Second pari passu charge on all the present and future current assets of the company. Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. on pari passu basis. Pledge of 1271250 shares of Bravo Healthcare ltd. and pledge of 5 shares of Wanbury Global FZE, Corporate Guarantee of Experts Chemicals , Bravo Healthcare,Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.	The Loan repayable in 32 quarterly instalments from 31 December 2012 to 30 September 2020 Interest @ 9.50% p.a.	-	2,266.57
Total Non-Current Borrowings		5,381.71	16,543.24
Less: Current Maturities of Long term Borrowings (Refer Note 25)		5,381.71	4,189.00
Less: Unpaid Dues of Long term Borrowings (Refer Note 25)		-	3,011.73
Less: Interest Accrued (Refer Note 28)		-	2,143.10
Non-Current Borrowings (as per Balance Sheet)		**-**	**7,199.41**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
23	**Lease Liabilities Non Current**		
	Lease Liabilities (Refer Note 59)	413.04	432.13
		413.04	**432.13**
24	**Non-Current Provisions**		
	Provision for employee benefits (Net) (Refer Note 57)		
	Provision for Gratuity	796.28	879.69
	Provision for Leave Benefits	410.30	495.33
		1,206.58	**1,375.02**
25	**Current Financial Liabilities - Borrowings**		
	(Secured unless otherwise stated)		
	Working Capital Loans repayable on demand (Secured) (Refer Note 25.1)		
	From Banks (Rupee)	984.01	1,440.39
	Factored Receivables (Refer Note 25.2 and 15)		
	From Others (Foreign Currency)	286.37	151.46
	Loans repayable on demand (Unsecured) (Refer Note 48a)		
	From Banks (Rupee)	29.94	29.94
	From Others (Rupee)	20.31	20.31
	Current maturities of:		
	Long Term Borrowings- Banks (Secured) (Refer Note 22)	-	89.00
	Long Term Borrowings- Others (Secured) (Refer Note 22)	5,381.71	4,100.00
	Unpaid Dues:		
	Long Term Borrowings- Banks (Secured) (Refer Note 28.5, 22)	-	1,950.69
	Long Term Borrowings- Others (Secured) (Refer Note 28.5, 22)	-	1,061.04
		6,702.34	**8,842.84**

25.1 Above loans are secured by first pari-passu charge on current assets including few brands of the Company, second charge on both present and future fixed assets of the company and Pledge of unencumbered shareholding in the company held by Expert Chemicals (I) Private Limited & Kingsbury Investment Inc. and Pledge of 12,71,250 shares of Bravo Healthcare ltd and pledge of 5 shares of Wanbury Global FZE on pari passu basis. Further there is Corporate Guarantee of Experts Chemicals , Bravo Healthcare, Wanbury Global FZE and Kingsbury investments and Personal Guarantee of Mr. K Chandran, director of the company.

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

26	**Current Financial Liabilities - Trade Payables**		
	Total outstanding dues of micro enterprise and small enterprise (Refer Note 52)	8.33	10.48
	Total outstanding dues of creditors other than micro enterprise and small enterprise	19,152.91	13,366.17
		19,161.24	**13,376.65**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Trade payables ageing schedule for the year ended 31 March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	5.14	0.91	2.28	-	8.33
(ii) Others	18,210.88	0.42	44.95	896.66	19,152.91
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Trade payable	**18,216.02**	**1.33**	**47.23**	**896.66**	**19,61.24**

Trade payables ageing schedule for the year ended 31 March 2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	8.20	2.28	-	-	10.48
(ii) Others	5,245.11	88.99	6,987.38	995.42	13,316.89
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total Trade payable	**5,253.31**	**91.27**	**6,987.38**	**1,044.96**	**13,376.65**

Refer Note 60 for Payables to Related Party

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
27	**Lease Liabilities Current**		
	Lease Liabilities (Refer Note 59)	244.91	81.53
		244.91	**81.53**
28	**Current Financial Liabilities - Others**		
	(Unsecured unless otherwise stated)		
	Interest accrued but not due:		
	-Dues to FCCB Holders	-	58.90
	-Debentures (Secured)	30.89	328.98
	Interest accrued and due (Refer Note 28.5)		
	-Long Term Borrowings- Banks (Secured) (Refer note 22)	-	1,213.44
	-Long Term Borrowings- Others (Secured) (Refer note 22)	-	870.75
	-Liability against Corporate Guarantee (Refer note 45)	88.73	123.22
	-Dues of FCCB Holders	117.48	119.61
	Unpaid Dues:		
	-FCCB Holders (Refer Note 28.5)	350.32	356.68
	-Long Term Borrowings of erstwhile PPIL (Secured) (Refer Note 28.3 & 28.4)	68.02	68.02
	-Matured Zero Coupon Non Convertible Redeemable Debentures (NCD) (Secured) (Refer Note 28.1 & 28.4)	133.04	152.67
	-Optionally Fully Convertible Debentures (OFCD) (Secured) (Refer Note 28.2 & 28.4)	188.49	581.99
	-Liability against Corporate Guarantee (Refer note 28.5 & 45)	-	1,311.88
	Other Payables:		
	- Capital Creditors	24.69	95.27
	- Others	15.41	250.72
	(Includes Inland bills payable, stale cheques, dues of PPIL etc)		
	- Security Deposit	307.50	331.50
	- Liability against Corporate Guarantees issued (Refer note 45)	3,519.96	3,541.86
	- Redeemable preference shares (4,511 Preference Shares of Euro 1000 each)	2,666.20	2,666.20
		7,510.73	**12,071.71**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

28.1 The NCD are to be secured by a pari passu charge on the fixed assets of the erstwhile PPIL. The NCD comprises of Part A of ₹ 60 and Part B of ₹ 40 which are redeemable at par at the end of two years and three years respectively from 1 May, 2007. The Company had redeemed Part A of ₹ 60 relating to 1,49,709 NCD's in the earlier years. NCD's amounting to ₹ 55.67 Lakhs and ₹ 97 Lakhs was due for repayment on 1 May 2009 and 1 May 2010 respectively. Refer Note 47a.

28.2 The OFCD are to be secured by a pari passu charge on the fixed assets of erstwhile PPIL situated at Plot No 24 at Tarapur and fixed assets at Mazgaon. OFCD are convertible between 1 November, 2008 and 30 April, 2012 into equity shares at a price being higher of ₹ 125/- and 67% of the three months average weekly closing price prior to the date of exercise of such right amounting to ₹ 290.99 Lakhs and ₹ 291 Lakhs was due for repayment on 30 April 2010 and 30 April 2011 respectively. Refer Note 47a.

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

28.4 The said dues were payable as per Merger Cum Revival Scheme approved by the BIFR vide its order dated 24 April, 2007. Refer Note 45a.

28.5 There is delay in repayment of

(i) term loan from banks aggregating to ₹ Nil (Pr. Yr. ₹ 1,950.69 Lakhs ranging from 1 to 1462 days).

(ii) term loan from others aggregating to ₹ Nil (Pr. Yr. ₹ 1061.04 Lakhs) ranging from 17 to 290 days).

(iii) amount payable to FCCB Holders aggregating to ₹ 350.32 Lakhs (Pr. Yr. ₹ 356.68 Lakhs) ranging from 1 to 3629 days (Pr. Yr. 1 to 3264 days).

(iv) interest on secured borrowings aggregating to ₹ Nil (Pr. Yr. ₹ 1213.44 Lakhs ranging from 1 to 1462 days) in respect of dues to banks/ financial institutions.

(v) interest on secured borrowings aggregating to ₹ Nil (Pr. Yr. ₹ 870.75 Lakhs ranging from 17 to 290 days) in respect of dues to others.

(vi) interest on FCCB aggregating to ₹ 117.48 (Pr. Yr. ₹ 119.61 Lakhs) ranging from 1 to 3928 days (Pr. Yr. 1 to 3564 days).

(vii) Liability against Corporate guarantee to ₹ Nil (Pr. Yr. ₹ 1311.88 Lakhs by 732 days)

(viii) Interest on Liability against Corporate guarantee to ₹ 88.73 Lakhs (Pr. Yr. ₹ 123.22 Lakhs) by 1 to 1067 days (Pr. Yr. 1 to 702 days)

		31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
29	**Other Current Liabilities**		
	- Advance received from customers	1,492.67	332.77
	- Statutory Dues Payable	399.85	369.74
		1,892.52	**702.51**
	* Refer note 60 for advance received from related party		
30	**Current Provisions**		
	Provision for employee benefits (Net) (Refer Note 57)		
	Provision for Gratuity	119.46	107.76
	Provision for Leave Benefits	46.92	59.29
	Bonus Provision	130.52	108.16
		296.90	**275.21**
31	**Current Tax Liabilities (Net)**		
	Provision for Income Tax (Net of Payment) (Refer Note 54)	168.63	185.00
		168.63	**185.00**
32	**Revenue From Operation**		
	Sale of products:		
	- Finished Goods	44,321.88	34,370.92
	- Traded Goods	6,401.67	4,339.33
	Other Operating Revenue:		
	- Export Incentive	56.88	483.76
	- Sale of Scrap	338.14	57.73
		51,118.57	**39,251.75**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

			31 March 2022 ₹ in Lakhs	31 March 2021 ₹ in Lakhs
33	**Other Income**			
	Interest on Bank Deposits		49.90	21.60
	Other Interest		17.03	18.59
	Insurance Claim		9.82	34.50
	Amounts written back		32.06	164.47
	Miscellaneous Income		41.98	0.60
	Gain on Measurement of Equity Instrument at Fair Value		-	0.64
			150.79	**240.40**
34	**Cost of Materials Consumed**			
	Raw Materials & Packing Materials Consumed		30,493.43	21,787.91
			30,493.43	**21,787.91**
35	**Changes in Inventories of Finished Goods,Work-in-Progress and Stock-in-Trade**			
	Inventories at the beginning of the period			
	- Finished Goods		995.19	212.32
	- Work-in-Progress		265.27	335.81
	- Stock-in-Trade		310.58	303.01
		(A)	**1,571.04**	**851.14**
	Inventories at the end of the period			
	- Finished Goods		2,631.25	995.19
	- Work-in-Progress		751.61	265.27
	- Stock-in-Trade		666.81	310.58
		(B)	**4,049.67**	**1,571.04**
	Changes in Inventories			
	- Finished Goods		(1,636.06)	(782.87)
	- Work-in-Progress		(486.34)	70.55
	- Stock-in-Trade		(356.23)	(7.57)
	Total changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	**(A-B)**	**(2,478.63)**	**(719.90)**
36	**Employee Benefits Expense**			
	Salaries, Wages, Bonus and Allowances		6,640.06	5,763.56
	Contribution to Provident and Other Funds		558.27	468.98
	Expense on Employee Stock Option Scheme		71.10	20.30
	Staff Welfare Expenses		211.56	161.81
			7,480.99	**6,414.66**
37	**Finance Cost**			
	Interest expense		2,061.08	2,307.48
			2,061.08	**2,307.48**
38	**Depreciation and amortization expense** (Refer Note 9)			
	Depreciation on property, plant and equipment		930.13	922.07
	Depreciation on right-of-use assets		202.22	32.06
	Amortisation on intangible assets		12.63	21.29
			1,144.98	**975.41**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

39	**Other Expenses**		
	Advertisement & Sales Promotional Expenses	674.65	218.06
	Travelling & Conveyance	509.73	406.26
	Power & Fuel	1,840.97	1,713.02
	Allowances/(Reversal) for Doubtful Loans & advances (Net)	(121.52)	-
	Allowances/(Reversals) for Doubtful debts (Net)	(236.46)	(235.02)
	Amounts Written Off	387.20	352.93
	Breakages & Expiry	324.28	478.44
	Carriage Outward	1,974.27	1,061.75
	Legal & Professional Charges	1,140.38	1,321.18
	Commission On Sales	470.38	388.76
	Consumption of Stores, Spares & Consumables	558.44	487.91
	Rent	151.80	290.57
	Exchange Difference (Net)	45.33	85.91
	Loss on Measurement of Equity Instrument at Fair Value	0.40	-
	Repairs to Plant & Machineries	418.14	290.41
	Repairs to Buildings	108.22	42.71
	Repairs- Others	181.15	176.62
	Rates & Taxes	40.75	94.40
	Licence Fees	109.10	150.35
	Insurance	105.97	99.80
	Loss on sale/discard of Property, Plant & Equipments (Net)	63.05	43.49
	Sales Tax & Service Tax	11.58	17.75
	Miscellaneous Expenses	1,319.67	1,416.98
		10,077.48	**8,902.27**

40. Earnings per Share (EPS):

The numerator and denominator used to calculate Basic and Diluted Earnings Per Share:

Particulars		**31 March 2022**	**31 March 2021**
Basic and Diluted Earnings Per Share:			
Profit/ (loss) after tax & before exceptional items, attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(A)	510.63	(1,260.57)
Add: Dilutive effect on profit (₹ in Lakhs)	(B)	-	-
Profit/ (loss) after tax & before exceptional items, attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(C=A+B)	510.63	(1,260.57)
Profit/ (loss) after tax & exceptional items , attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(D)	8,147.39	(1,260.57)
Add: Dilutive effect on profit (₹ in Lakhs)	(E)	-	-
Profit/ (loss) after tax & exceptional items , attributable to Equity Shareholders- for Basic EPS (₹ in Lakhs)	(F=D+E)	8,147.39	(1,260.57)
Weighted Average Number of Equity Shares outstanding-for Basic EPS	(G)	3,22,15,791	2,50,06,185
Add: Dilutive effect of Employee Stock Options* -Number of Equity Shares	(H)	96,845	-
Weighted Average Number of Equity Shares for Diluted EPS	(I=G+H)	3,23,12,636	2,50,06,185
Face Value per Equity Share (₹)		10	10
Basic Earnings/ (Loss) Per Share, before exceptional items (₹)	(A/G)	1.59	(5.04)
Diluted Earnings/ (Loss) Per Share, before exceptional items (₹)	(C/I)	1.58	(5.04)
Basic Earnings/ (Loss) Per Share, after exceptional items (₹)	(D/G)	25.29	(5.04)
Diluted Earnings/ (Loss) Per Share, after exceptional items (₹)	(F/I)	25.21	(5.04)

* During the year ended 31 March 2021, since there is loss, potential equity shares are not considered as dilutive and hence Diluted EPS is same as Basic EPS.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

41. Consolidated Financial Statements present the consolidated accounts of Wanbury Limited ("The Holding Company" or "the Company") and the following Subsidiaries (collectively referred to as "The Group")

Name of the Company	Country of Incorporation	% of voting power and beneficial ownership as at	
		31 March 2022	31 March 2021
Wanbury Holding B.V.	Netherland	100%	100%
Ningxia Wanbury Fine Chemicals Company Limited	China	100%	100%
Wanbury Global FZE	UAE	100%	100%

Accounts of the above subsidiary companies are for the period from 1 April 2021 to 31 March 2022 and are incorporated in the Consolidated Financial Statements. Financial statement and other financial information of aforesaid subsidiaries have been audited by other auditors.

Cantabria Pharma S. L. (CP), a wholly owned subsidiary of Wanbury Holding B. V., had filed for voluntary insolvency in the Commercial Court of Madrid, Spain on 4 November 2013. As per the order of Commercial Court of Madrid, Spain, the Receiver has taken the control of CP on 26 February 2014.

Consequent to the appointment of Receiver on 26 February 2014, Wanbury Holding BV ceased to have control over its wholly owned subsidiary, Cantabria Pharma S.L., Spain and wholly owned step down subsidiary Laboratories Wanbury S.L., Spain. Accordingly, effect of desubsidarization had already been given and, in respect of investment in and amounts recoverable from aforesaid subsidiaries have already been fully provided for in the Consolidated Financial Statements for the period ended 30 September 2014.

42. Commitments:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances ₹ 113.54 Lakhs (Pr.Yr. ₹ 88.56 Lakhs)

b) Other Commitments – Non Cancellable Operating Lease (Refer Note 59)

43. Contingent Liabilities:

(₹ in Lakhs)

Sr. No.	Particulars	31 March 2022	31 March 2021
a)	Contract of take out undertaking executed in favour of bank/financial institution for loans given to step down subsidiary - Cantabaria Pharma SL. Amount payable at the year end for undertaking as above. (Refer note 45)	28,635.14 (Euro 340.00 Lakhs) 18,135.58 (Euro 215.33 Lakhs)	29,155.00 (Euro 340.00 Lakhs) 18,535.63 (Euro 216.16 Lakhs)
b)	Disputed demands by Sales Tax Authorities. Amount paid under protest and shown as advance.	3,015.23 Nil	3,015.23 Nil
c)	Disputed demands by Service Tax Authorities. Amount paid under protest and shown as advance.	144.61 12.87	144.61 12.87
d)	Disputed demands by Excise Authorities.	20.03	20.03
e)	Disputed demand by National Pharmaceutical Pricing Authority (NPPA)	190.58	190.58
f)	Claims against The Group not acknowledged as debts.	38,196.57	36,044.12
g)	Custom Duty on import under Advance License Scheme, pending fulfillment of Exports obligation.	2,389.43	1,807.33

The management considers the Service Tax, Excise Duty, Custom Duty, Sales Tax, GST ect. demand received from the authorities and demand received from NPPA are not tenable against The Group, and therefore no provision for these contingencies has been made. Further, in respect of aforesaid matters, The Group does not expect to have any material adverse effect on The Groups'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.

Code of Social Security, 2020

The new Code on Social Security, 2020 (Code) has been enacted, which could impact the contributions by the Group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. The Group will complete its evaluation and will give appropriate impact in its financial statements in the period in which the Code becomes effective and the related rules are published.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

44. a. 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 The Holding Company is required to pay USD 60 Lakhs (Pr. Yr. USD 60 Lakhs) equivalent to ₹ 4,547.55 Lakhs (Pr. Yr. ₹ 4,386.60) to acquire aforesaid preference shares, against which the Holding Company has made provision of approximately 20%.

During the year, as per the agreement dated 27 September 2021 with Exim Bank and subsequently vide letter dated 20 April 2022 of Exim Bank, the aforesaid liability is settled under One Time Settlement(OTS) at USD 12 Lakhs (equivalent to ₹ 909.51 lakhs) to be paid within the stipulated time along with interest.

In respect of this matter Contingent Liability on cut off date is ₹ 3,847.55 Lakhs (Pr. Yr. ₹ 3,686.60 lakhs).

The said dues being part of the CDR Scheme will be accounted upon arriving at mutually agreed terms of settlement. (Refer note 46)

b. State Bank of India, London has filed legal proceedings dated 28 February 2017, demanding repayment of Euro 38.23 Lakhs (Pr. Yr. Euro 38.23 Lakhs) equivalent to ₹ 3,219.73 Lakhs (Pr. Yr. ₹ 3,278.22 Lakhs) together with interest till the date of repayment by 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.

State Bank of India, London vide compromise settlement letter dated 1 Feb 2018 approved the settlement of their dues at 20% in respect of loan availed by Cantabria Pharma SL.

Upto the year ended 31 March 2022, The Holding Company has paid 4.70 Lakh Euro (Pr. Yr. 4.70 Lakh Euro) equivalent to ₹ 395.93 Lakhs (Pr.Yr. ₹ 393.23 Lakhs) considering the exchange rates at the respective cut off date.

Further, The Holding Company has requested for extention of time for payment of balance dues by 31 December 2022 and the request is under consideration by State Bank of India, London.The Holding Company has been providing for interest on the amount payable at the end of the year. (Refer note 45)

In respect of this matter Contingent Liability on cut off date is ₹ 2,575.13 Lakhs (Pr. Yr. ₹ 2,633.59 lakhs).

45. The Holding Company expects to settle Corporate Guarantee liability of Cantabria Pharma SL & Wanbury Holding B.V. (Refer note 43 & 44), at approximately ₹ 3,519.96 Lakhs (Pr. Yr. ₹ 4,853.74 Lakhs) excluding interest thereon, if any, and the same is shown under "Current Financial Liabilities- Others".

Considering the above OTS & Compromise Settelement letter from the lenders, during the year, ₹ 1,011.74 lakhs has been recognised as gain on extinguishment of financial liability & shown the same under exceptional items.(Refer note 46)

46. Details of Exceptional items are as under :

(₹ in lakhs)

Particulars	Amount	Refer Note
Gain on extingushment of financial liabilities		
- EARCL	6,875.03	50
- Provision for Corporate Gurrantee	1,011.74	45
Loss due to increase in financial liability of NCD & OFCD	(250.00)	48
Total of exceptional item	**7,636.76**	

47. Segment Reporting

A. Basis for Segmentation :

The operations of The Group is limited to one segment viz. Pharmaceutical and related products. The products being sold under this segment are of similar nature and comprises of pharmaceutical products only.

The Chief Operating Decision Maker reviews the internal management reports prepared based on an aggregation of financial information on a periodic basis.

There are no material operations in subsidiary companies.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

B. Geographic information :

i. Revenue from external customers

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Within India	20,436.16	15,994.21
Outside India	30,287.39	22,716.04

ii. Non-Current assets

(other than financial instruments and deferred tax assets)

None of the non-current assets (other than financial assets) are located outside India.

C. Major Customer :

None of the customer account for 10% or more of its total revenue.

48. **a.** 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, had set aside the above referred BIFR order and remitted the matter back to BIFR for considering afresh as per the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), in response to a petition filed by one of the unsecured creditors of erstwhile PPIL.

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

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

As per BIFR Order dated 24 April 2007, statutory dues of erstwhile PPIL comprising of income tax ₹ 250.36 Lakhs, profession tax ₹ 6.06 Lakhs, custom duty ₹ 230 Lakhs, sales tax ₹ 8.50 Lakhs and excise duty ₹ 15.62 Lakhs were required to be paid in six annual installments and remains payable at the period end.

Further, the Holding Company has pursuant to the scheme, allotted Non Convertible Debentures (NCDs) of ₹ 242.50 Lakhs and Optionally Fully Convertible Debentures (OFCDs) of ₹ 581.99 Lakhs, to some of the lenders of erstwhile PPIL, out of which dues amounting to ₹ 152.67 Lakhs and ₹ 581.99 Lakhs in respect of NCDs and OFCDs respectively, which remains payable till the year ended 31 March 2021.

During the year, the Holding Company has Provided for Additional Liability of ₹ 100 Lakhs and ₹ 150 Lakhs for NCDs and OFCDs respectively. Further,during the year, the Holding Company has sold some of the land & building of erstwhile PPIL and the sales proceeds have been utilized towards partial repayment of NCDs and OFCDs of ₹ 119.63 Lakhs and ₹ 543.50 Lakhs respectively. Hence, ₹ 133.04 Lakhs and ₹ 188.49 Lakhs in respect of NCDs and OFCDs respectively, remains payable as on 31 March 2022.

Since BIFR was considering the matter afresh, pending fresh directives from the BIFR, aforesaid dues were not paid.

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

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

b. Assets held for Sale:

As per the scheme of rehabilitation and merger approved by BIFR, erstwhile PPIL is required to sell 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 classified as held for sale and measured at lower of carrying cost and fair value less cost to sell. The Holding Company is not charging any depreciation on assets held for sale.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

During the year, Holding Company has sold Building at Turbhe, Navi Mumbai and sales proceeds have been used for partial repayment of NCD & OFCD as mentioned above in the Note no. 48a.

The Holding Company is committed to the plan of sale of assets and is in search of suitable buyers for assets held for sale.

Details of the assets held for sale are as under:

(₹ in Lakhs)

Description	31 March 2022	31 March 2021
Office Premises	196.54	196.54
Building	-	177.05
Total	**196.54**	**373.59**

49. The Corporate Debt Restructuring (CDR) proposal of The Holding 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 in accordance with applicable Indian Accounting Standard.

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.

50. During the year, the Holding Company has paid the dues under One Time Settlement with Bank of India.

51. During the year ended 31 March 2017, SBI and SBM had sold its loan exposure and have assigned all the rights, title and interests in financial assistance on the Holding Company to Edelweiss Asset Reconstruction Company Limited(EARCL) at an agreed value.

Pursuant to the settlement arrangement letter dated 13 December 2021, EARCL has agreed final settlement amount of ₹ 8,500 lakhs which is to be paid in installments upto 15 September 2022. As per the aforesaid settlement arrangement interest has been provided on balance dues at the rate of 10% p.a. Further, ₹ 6,875.03 lakhs has been recognized as gain on extinguishment of financial liability and shown under “Exceptional Item”.

52. The balances of trade receivables, trade payables, loans and advances are subject to confirmation/reconciliation and adjustments, if any.

53. Details of dues to Micro and Small Enterprises as defined under “Micro, Small & Medium Enterprises Development Act, 2006” :

This information has been determined to the extent such parties have been identified on the basis of information available with The Holding Company.

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal	4.72	7.29
Interest	1.28	0.31
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act 2006.	Nil	Nil
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	3.59	3.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act 2006.	3.59	3.19

54. Income Tax

Income tax (expense)/benefit recognized in the income statement consist of the following :

A. Current Tax :

Income tax (expense)/benefits recognised in the statement of profit and loss consist of the following:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Current tax on profit for the year Adjustment for current tax of prior periods	- -	- 226.80
Total Current Tax expenses	**-**	**226.80**
Deferred tax expense / (benefits) MAT Credit Entitlement Origination and reversal of timing difference	- (34.62)	(226.80) 20.00
Total Deferred Tax expenses	**(34.62)**	**(206.80)**
Income tax expense for the year recognised in the statement of profit & loss.	**(34.62)**	**20.00**

B. Reconciliation of Effective Tax Rate:

For the year ended 31 March 2022:
Reconciliation of the company's effective tax rate is as under:

(₹ in Lakhs)

Particulars	31 March 2022
Accounting profit before income taxes Enacted tax rate in India (%)	8,112.77 34.94%
Computed expected tax expenses	**2,834.60**
Effect of income considered seperately Tax effect of income which is chargeable at a different rate Effect of Income exempt from tax (Exceptional item) Effect of non deductible expenses Effect of Reversal of provision for doubtful debts / advances Effect of tax benefits on unabsorbed depreciation	21.87 (7.29) (2668.59) 112.21 (232.29) (60.84)
Income Tax expenses	**(0.00)**
Effective Tax rate	**0%**

For the previous year ended 31 March 2021:

The Group has incurred loss during the year ended 31 March 2021. Since there is book loss as well as tax loss and hence no tax is payable as per provision of Income Tax Act, 1961. Therefore, calculation of effective tax rate is not relevant and hence not given.

C. Deferred Tax Assets & (Liabilities):

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Deferred Tax Liabilities Deferred Tax Assets (restricted to deferred tax liabilities above) MAT credit entitlement	(6,386.97) 6,386.97 563.19	(6,865.18) 6,865.18 563.19
Deferred tax assets/ (liabilities)	**563.19**	**563.19**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The tax effects of significant temporary difference that resulted in deferred tax assets & liabilities and a description of these difference is given below:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Deferred Tax Liabilities		
Property, Plant and Equipment	1,698.84	2,177.05
Borrowing at amortised cost	4,688.13	4,688.13
Total Deferred Tax Liabilities	**6,386.97**	**6,865.18**
Deferred Tax Assets		
Employee Benefit Expenses	525.32	576.59
Provision for Doubtful Debts/Receivable	2,848.77	2,829.18
Unabsorbed depreciation	249.06	882.46
Bank Gurantee Invoked	1,229.88	1,695.90
Expenses deductible on payment basis	4,378.32	4,184.92
IND-AS Adjustments	332.38	332.38
Total Deferred Tax Assets	**9,563.73**	**10,501.43**
Total Deferred Tax Assets restricted to	**6,386.97**	**6,865.18**

55. No Managerial Remuneration has been paid during the current year ended 31 March 2022 and previous year ended 31 March 2021. As per the Companies Act, 2013 and Rules made thereunder and Schedule V, Mr K. Chandran, WTD of The Holding Company is not eligible for any remuneration and hence no remuneration is paid to him during the year under review.

56. Details of Auditors Remuneration:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Statutory Auditors Remuneration :		
- Audit Fees	12.50	12.50
- Certification & Other Matters	6.86	7.30
- Out of Pocket Expenses	0.39	0.44
Cost Auditors Remuneration :		
- Cost Auditor Fees	1.75	1.75

Note: Above figures are exclusive of GST, wherever applicable.

57. Employee Benefits

As required by Ind AS 19 “Employees 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 employees. Contributions are made to the Government’s funds. While both the employees and The Holding Company pay predetermined contributions into the provident fund and the ESI Scheme, contributions into the pension fund is made only by The Holding Company. The contributions are normally based on a certain proportion of the employee’s salary.

During the year, the Group has contributed and recognised the following amounts as expenses in the statement of profit and loss:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Provident Fund, Employee’s Pension Scheme and MLWF	323.11	255.46
Employees State Insurance	22.52	25.82
Super Annuation Fund	1.06	4.53
TOTAL	**346.69**	**285.81**

Defined Benefit Plans

Gratuity: Under the gratuity plan, the eligible employees are entitled to post -retirement benefit at the rate of 15 days salary for each year of service until the retirement or resignation with a payment ceiling of ₹ 20 lakhs. The Holding Company makes annual contributions to Employees’ Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

i) **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.

ii) **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 are as under:

(₹ in Lakhs)

	Particulars	31 March 2022	31 March 2021
(i)	**Changes in Defined Benefit Obligation**		
	Opening defined benefit obligation	1,003.26	840.92
	Current service cost	43.00	103.41
	Interest cost	49.67	48.25
	Actuarial loss / (gain)		
	-changes in financial assumptions	(50.23)	(25.81)
	-experience adjustments	(59.98)	73.26
	Benefit (paid)	(52.41)	(36.76)
	Closing defined benefit obligation	**933.32**	**1,003.26**
(ii)	**Changes in Value of Plan Assets**		
	Opening value of plan assets	25.29	38.55
	Interest Income	0.99	2.83
	Return on plan assets excluding amounts included in Interest Income	0.77	(16.66)
	Contributions by employer	4.45	2.33
	Benefits (paid)	(4.45)	(1.76)
	Closing value of plan assets	**27.05**	**25.29**
(iii)	**Amount recognised in the Balance Sheet**		
	Present value of funded obligations as at year end	933.32	1,003.26
	Fair value of the plan assets as at year end	(27.05)	(25.26)
	Net (asset) / liability recognised as at the year end	**906.27**	**977.97**
(iv)	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	43.00	103.40
	Net Interest cost	48.68	45.42
	Expenses recognised in the Statement of Other Comprehensive Income	(110.98)	64.14
	Net actuarial loss/(gain) recognized in the current year		
	-changes in financial assumptions	(50.23)	(25.82)
	-experience adjustments	(59.98)	73.26
	Return on plan assets excluding amounts included in Interest Income	(0.77)	16.66
(v)	**Asset information**		
	Policy of Insurance	100%	100%
(vi)	**Principal actuarial assumptions used**		
	Discount rate (p.a.)	6.95%	6.35%
	Salary growth rate (p.a.)	7.50%	7.50%
	Withdrawal rate (p.a.)	5% at all ages	5% at all ages
	Rate of return on plan assets(p.a.)	6.95%	6.35%
	Mortality rate	Based on Indian Assured Lives Mortality 2012-14 Table	Based on Indian Assured Lives Mortality 2012-14 Table

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation.

Following is the amount of defined benefit obligation that would have been if there is a certain change in assumption as indicated below:

(₹ in Lakhs)

Particulars	31 March 2022		31 March 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	859.55	1,018.01	924.71	1,093.84
Salary growth rate (1% movement)	1,002.42	869.08	1,077.68	934.68
Withdrawal rate (10% movement)	933.12	933.25	1,001.50	1,004.94

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Although the analysis does not take into account full distribution of cash flows expected under the plan, it does provide an approximation of sensitivity of assumptions. The estimate of future increase in compensation levels, considered in the actuarial valuation, have been taken on 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 year.

The Average outstanding terms of obligations (years) as at valuation date is 8.82 years (Pr.Yr. 8.69 years).

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 Holding Company's rule. The liability of compensated absences, which is non-funded, has been provided based on report of independent actuary using the "Projected Unit Credit Method".

Accordingly aggregate of ₹ 457.23 Lakhs (Pr. Yr. ₹ 554.62 Lakhs) being liability as at the year end for compensated absences as per actuarial valuation has been provided in the accounts.

The Actuary has outlined the following risks associated with the plan:

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates:

If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

If actual mortality rates are higher than assumed mortality rate assumption than the leave benefit will be paid earlier than expected. The acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates:

If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

If actual withdrawal rates are higher than assumed withdrawal rate assumption than the leave benefit will be paid earlier than expected. The impact of this will depend on the relative values of the assumed salary growth and discount rate.

Variability in availment rates: If actual availment rates are higher than assumed availment rate assumption then leave balances will be utilised earlier than expected. This will result in reduction in leave balances and Obligation.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from The Holding Company there can be strain on the cashflows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/ regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective

58. Employees Stock Options Plan (‘ESOP’)

The Holding Company has established an Employee Stock Options Plan 2016 (‘WANBURY ESOP – 2016’) which was approved by the shareholders vide their resolution dated 29 September 2016. The options issued under the above scheme vest in phased manner. Each option entitles an employee to subscribe to one equity share of The Holding Company at an exercise price of ₹ 10 per share.

The options will be vested over a period of five years subject to continuous employment with the Holding Company and the fulfillment of performance parameters.

Particulars of the options under ‘WANBURY ESOP-2016’ are as under:

Particulars	**31 March 2022 (FV ₹ 10)**	**31 March 2021 (FV ₹ 10)**
Options outstanding as at the beginning of the Year	2,05,000	75,000
Add: Options granted during the Year Less: Options lapsed during the Year Less: Options Exercised during the Year	7,10,000 1,00,000 35,000	1,50,000 Nil 20,000
Options outstanding as at the End of the year	7,80,000	2,05,000

The Compensation cost of stock options granted to employees is measured by the fair value method and is amortised over the vesting period.The fair value is determined using black scholes option pricing model.

Details of the options granted under ‘WANBURY ESOP-2016’ are as under:

Grant Date	30 May 2017	11 Sept 2020	20 Oct 2021	17 Feb 2022
No. of Options	1,00,000	1,50,000	4,10,000	3,00,000
Exercise price	₹ 10	₹ 10	₹ 10	₹ 10
Weighted average fair value of options	₹ 39.89	₹ 28.78	₹ 72.28	₹ 90.91
Vesting Period	Graded vesting from 30 May 2018 to 30 May 2022	Graded vesting from 12 September 2020 to 11 September 2024	Graded vesting from 20 October 2022 to 19 October 2026	Graded vesting from 20 October 2022 to 19 October 2026
Exercise Period	2 Years from Vesting	2 Years from Vesting	2 Years from Vesting	2 Years from Vesting
Price of the underlying share in the market at the time of grant of option	₹ 47	₹ 36.15	₹ 79.80	₹ 98.60

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The key assumptions used for calculating fair value are as under:				
Grant Date	30 May 2017	11 Sept 2020	20 Oct 2021	17 Feb 2022
Expected life of the option	Between 2 to 6 years	Between 2 to 6 years	Between 2 to 6 years	Between 2 to 6 years
Dividend yield	0%	0%	0%	0%
Expected volatility	48.92%	45.74%	44.24%	45.70%
Risk free rate of return	6.9%	3.85% to 6.25%	3.85% to 6.25%	4.75% to 6.25%
Attrition rate	0%	0%	0%	0%

59. Disclosure for leases under Ind AS 116 - "Leases":

The Group has taken various/few premises on lease. Rental contracts are made from 12 months to 60 months and are renewable by mutual consent on mutually agreeable terms. Some of these lease agreements have price escalation clauses. There are no restriction imposed by lease agreements and there are no sub leases. There are no contingent rents.

The Group has adopted Ind AS 116 effective from 1 April 2019, using the modified retrospective method.

Right-of-use assets will be depreciated on a straight-line basis over the shorter of the lease term and useful life of the asset.

(i) Amounts recognized in Balance Sheet

Following are the changes in carrying value of right to use assets for the year ended 31 March 2022:

(₹ in Lakhs)

Particulars	Land	Premises	Total
Cost:			
As on 01 April 2021	421.31	522.12	943.43
Additions	-	304.06	304.06
Disposal/Adjustment for revaluation(Refer Note 10)	823.29	-	823.29
Balance as on 31 March 2022	**1,244.60**	**826.18**	**2,070.78**
Accumulated Depreciation and Impairment:			
As on 01 April 2021	12.62	25.75	38.37
Depreciation for the year	9.45	192.77	202.22
Disposals	-	-	-
As on 31 March 2022	**22.07**	**218.52**	**240.59**
Carrying Amount as on 31 March 2022			**1,830.19**

Following are the changes in carrying value of right to use assets for the year ended 31 March 2021:

(₹ in Lakhs)

Particulars	Land	Premises	Total
Cost:			
As on 01 April 2020	421.31	-	421.31
Additions	-	522.12	522.12
Disposal	-	-	-
Balance as on 31 March 2021	**421.31**	**522.12**	**943.42**
Accumulated Depreciation and Impairment:			
As on 01 April 2020	6.31	-	6.31
Depreciation for the year	6.31	25.75	32.06
Disposals	-	-	-
Balance as on 31 March 2021	**12.62**	**25.75**	**38.37**
Carrying Amount as on 31 March 2021			**905.05**

The aggregate depreciation expense on ROU asset is included under depreciation and amortization expense in the statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Following is the breakup of current and non-current lease liabilities:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Lease Liability:		
Non Current	413.04	432.13
Current	244.91	81.52
Total	**657.95**	**513.65**

The movement in Lease liabilities is as follows:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
At the beginning of the year	513.65	-
Additions during the year	304.06	522.12
Finance charge for the year	63.50	13.07
Payment of Lease liability	(223.26)	(21.54)
At the end of year	**657.95**	**513.65**

The below details regarding contractual maturities of lease liabilities of non-cancellable contractual commitments on undiscounted basis:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Not later than one year	299.76	129.22
Later than one year but not later than five years	466.90	523.33
Later than 5 years	-	-
Total	**766.66**	**652.55**

(ii) Amounts recognized in the statement of Profit & Loss

Following are the expenses recognized in statement of Profit and loss for the year ended 31 March 2022:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Depreciation charge of Roght to use Assets:		
- Land	9.45	6.31
- Premises	192.77	25.75
Interest expense on lease liabilities	63.50	13.07

For cancellable leases, the Group recognises the lease payments as an operating expense in the Statement of Profit and Loss on a straight line basis over the term of lease. During the year ended 31 March 2022, the Group has recognised lease rental of ₹ 151.80 Lakhs (Pr. Yr. ₹ 290.57 Lakhs) in the Statement of Consolidated Profit and Loss as "Rent" under Note 39.

60. Related Party Disclosure:

A. Relationship:

Category I: Entity having significant influence over the Holding Company:

- Expert Chemicals (India) Pvt. Ltd.

Category II: Subsidiary Companies:

- Cantabria Pharma S. L. (Spain) (Under Liquidation)

Category III: Directors, Key Management Personnel and their relatives:

- Mr. K. Chandran-Vice Chairman and Executive Director
- Mr. Vinod Verma – Chief Financial Officer
- Mr. Jitendra Gandhi – Company Secretary
- Mr. N.K.Puri – Non-Executive Independent Director
- Mr. S.K.Bhattacharya - Non-Executive Independent Director upto 27 February 2022

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

- Ms. Pallavi Shedge - Non-Executive Independent Woman Director
- Mr. Binod Chandra Maharana – Non-Executive Independent Director w.e.f. 6 February 2021
- Dr Manisha Juvekar - Non-Executive Independent Woman Director w.e.f. 6 February 2021
- Ms. Anupama Vaidya – Non-Executive Independent Director w.e.f. 17 March 2022

Category IV: Enterprise over which persons covered under Category III above are able to exercise significant control:

- Wanbury Infotech Private Limited
- Bravo Healthcare Limited
- Wanbury Pharma Limited

B. Transactions carried out with related parties:

(₹ in Lakhs)

Sr. No.	Transactions	Category	31 March 2022	31 March 2021
1)	**Information Technology Services taken:**			
	Wanbury Infotech Pvt. Ltd.	IV	156.00	216.00
2) a)	**Key Management Compensation:** **Short Term Employee Benefits**			
	Short Term Employee Benefits	III	199.50	176.55
	Share Based Payments	III	2.86	5.00
	Post-Employment Benefits	III	4.34	5.39
b)	**Sitting fees to Non-Executive Directors**			
	Mr. N.K.Puri	III	8.25	9.50
	Mr. S.K.Bhattacharya	III	5.25	9.50
	Ms. Pallavi Shedge	III	8.25	9.50
	Mr. Binod Chandra Maharana	III	8.25	4.00
	Dr. Manisha Juvekar	III	8.25	4.00
	Ms. Anupama Vaidya	III	1.25	-
3)	**Advances Received:**			
	Expert Chemicals (India) Pvt. Ltd	I	1,430.63	Nil

C. Balances due from/to related parties:

(₹ in Lakhs)

Sr. No.	Particulars	Category	31 March 2022	31 March 2021
1)	**Advances given:**			
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	6,071.74	6,071.74
2)	**Advances received:**			
	Expert Chemicals (India) Pvt. Ltd	I	1,430.63	Nil
3)	**Provision for doubtful Advances:**			
	Cantabria Pharma S. L.	II	1,219.33	1,219.33
	Bravo Healthcare Ltd.	IV	6,071.74	6,071.74
4)	**Trade Payable-Others:**			
	Wanbury Infotech Pvt. Ltd.	IV	146.09	184.40
5)	**For Investments and impairment in value of investments:(Refer Note 10.6)**			
6)	**For corporate guarantee given by The Holding Company:(Refer Note 44(a) & 45)**			
7)	**For guarantee issued on behalf of The Holding Company: (Refer Note 22.2 & 25.1)**			

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

61. Net-worth of the Group as on 31 March 2022 is negative and its current liabilities far exceeds its current assets. The Holding Company has raised funds and reduced debts. Holding company is in process of raising funds and restructuring/ realigning of business. Further Board of Directors of Holding company at its meeting held on 22 April 2021 allotted 76,15,381 Equity Shares of face value ₹ 10/- each at an issue price of ₹ 65/- per equity share (including premium of ₹ 55/- per equity share) aggregating to ₹ 4,950 Lakhs. Further, during the year, the Holding Company has sold some of its Land & Building aggregating to ₹ 1,069.57 Lakhs. Proceeds from the same have been utilised in repayment/settlement of existing debts. Consequently, in the opinion of the management, operations of the Group will continue without interruption. Hence, financial statements are prepared on a "going concern" basis.

62. Capital Management

The primary objective of the Group's capital management is to maximise shareholder value.

The capital structure of the Group is based on the management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Group has initiated various measures, including restructuring of debts and infusion of funds etc.

During the year, the Board of Directors of Holding company at their meeting held on 22 April 2021 allotted 76,15,381 Equity Shares of face value ₹ 10/- each at an issue price of ₹ 65/- per equity share (including premium of ₹ 55/- per equity share) aggregating to ₹ 4,950 Lakhs. Further, during the year, the Holding Company has sold some of its Land & Building agreegarting to ₹ 1069.57 lakhs. Proceeds from the same have been utilised in repayment/settlement of existing debts.

For the purpose of the Group's capital management, the Group monitors Net Debts and Equity.

Equity includes all components of equity i.e. paid up equity capital, share premium and all other equity reserves attributable to the equity holders.

Net Debt includes all liabilities i.e. interest bearing loans and borrowings, trade payables, provisions and other liabilities less cash and cash equivalents.

Details of the Equity and Net Debts are as under:

(₹ in Lakhs)

Particulars	**31 March 2022**	**31 March 2021**
Equity Share Capital	3,266.55	2,501.51
Other Equity	(5,608.53)	(18,125.87)
Total Equity	**(2,341.98)**	**(15,624.36)**
Debt(including all other liabilities)	37,596.88	44,542.00
Less: Cash and Cash Equivalents	2,252.62	1,000.12
Net Debt (including all other liabilities)	**35,344.26**	**43,541.88**

63. Financial Instrument – Fair values and risk management

A. Category of Financial Instruments

(₹ in Lakhs)

Particulars	**31 March 2022**		**31 March 2021**	
	FVTPL	**Amortised Cost**	**FVTPL**	**Amortised Cost**
Financial Assets				
Investment in equity instruments	0.93	-	1.32	-
Security deposits given	-	331.65	-	310.39
Trade Receivables	-	6,279.92	-	3,446.75
Cash and cash equivalents	-	2,252.62	-	1,000.12
Bank balances other than Cash and cash equivalents	-	278.64	-	170.04
Other financial assets		159.21		98.07
Total Financial Assets	**0.93**	**9,302.04**	**1.32**	**5,025.38**
Financial Liabilities				
Borrowings	-	7,442.22	-	17,201.62
Lease Liability	-	657.95	-	513.65
Interest accrued on borrowings	-	148.37	-	2,591.70
Trade payables	-	19,161.24	-	13,376.65
Capital creditors	-	24.69	-	95.27
Security deposits received	-	307.50	-	331.50
Other financial liabilities	-	6,290.30	-	7,893.88
Total Financial Liabilities	**-**	**34,032.27**	**-**	**42,004.27**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

B. Fair Value Measurements

Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value The Group has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard. An explanation of each level is as follows -

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in active markets or identical assets and liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market (like forward contracts) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value as instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities etc. included in level 3.

Valuation techniques used to determine fair value

1. The fair value of the quoted investment is determined using traded quoted bid prices in an active market. The fair value of unquoted investments is determined using inputs other than quoted prices included in level 1 that are observable for assets and liabilities.

(₹ in Lakhs)

Financial Assets and Liabilities measured at fair value	**31 March 2022**			**31 March 2021**		
	Level			**Level**		
	1	**2**	**3**	**1**	**2**	**3**
Financial Assets						
Recurring fair value measurements						
Investment in equity instruments	1.22	-	0.10	0.58	-	0.10
Total financial assets	**1.22**	**-**	**0.10**	**0.58**	**-**	**0.10**
Financial Liabilities						
Recurring fair value measurements	-	-	-	-	-	-
Total Financial liabilities	-	-	-	-	-	-

C. Financial Risk Management

The Group has exposure to following risks arising from financial instruments:

- Credit Risk
- Trade Receivables
- Other Financial Instruments
- Liquidity Risk
- Market Risk
- Currency Risk
- Interest Rate Risk
- Price Risk

i. Risk Management Framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Management is responsible for developing and monitoring The Group's risk management policies, under the guidance of Audit Committee.

The Group's risk management policies are established to identify and analyse the risks faced by The Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and The Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The Group's Audit committee oversees how management monitors compliance with The Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by The Group. The Audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit committee.

ii. Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(a) Trade Receivables

Customer credit risk is managed by The Group subject to established policy, procedures and control relating to customer credit risk management. Trade receivables are mainly from wholesalers, non-interest bearing and are generally on 7 days to 120 days credit term. Credit limits are established for all customers based on internal rating criteria and any deviation in credit limit require approval of DirectoW Outstanding customer receivables are regularly monitored. The Group has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. Trade receivables do not contain any significant financing component and hence, The Group recognises life time expected credit loss based on simplified approach.

Expected Credit Loss on Trade Receivable under simplified approach

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Balance as at the beginning of the year	457.12	692.14
Additional provision charged to statement of Profit and Loss during the year	2.36	106.23
Utilised during the year	(238.82)	(341.25)
Balance as at the end of the year	**220.66**	**457.12**

(b) Other Financial Instruments

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks or financial institutions with high credit rating assigned by credit rating agencies. For other financial assets, The Group assesses and manages the credit risk internally. The Group considers the probability of default upon initial recognition and assess whether there has been a significant increase in credit risk subsequently based in the historical losses and forward looking supportable information. Based on general approach, if there is a significant increase in credit risk of a financial asset since its initial recognition The Group recognises life time expected credit loss otherwise 12 months expected credit loss is recognized.

Expected Credit Loss on Corporate Guarantee Contracts and Financial Assets other than Trade Receivables (based on general approach)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Balance as at the beginning of the year	6,345.74	6,442.17
Additional provision charged to statement of Profit and Loss during the year	26.86	-
Utilised during the year / reversal	(1,482.15)	(96.43)
Balance as at the end of the year	**3427.66**	**6,345.74**

iii. Liquidity Risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to maintain optimum level of liquidity at all times, to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including bilateral loans, debt etc. at an optimised cost. Working capital requirements are adequately addressed by internally generated and borrowed funds.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which The Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

(₹ in Lakhs)

Particulars	As at 31 March 2022				
	Carrying Amount	Cash Outflow			
		Within 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings and Interest thereon	7,590.58	7,590.58	-	-	7,590.58
Lease Liabilities	657.95	299.76	466.90	-	766.66
Trade payables and Capital Creditors	19,185.92	19,185.92	-	-	19,185.92
Other Financial liabilities	6,290.30	6,290.30	-	-	8,225.38
Total	**33,724.75**	**33,366.56**	**466.90**	**-**	**33,833.46**

(₹ in Lakhs)

Particulars	As at 31 March 2021				
	Carrying Amount	Cash Outflow			
		Within 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings and Interest thereon	19,793.30	12,593.89	9,345.98	-	22,089.87
Lease Liabilities	513.65	129.22	523.33	-	652.55
Trade payables and other Payables	13,471.92	13,471.92	-	-	13,471.92
Other Financial liabilities	8,225.38	8,225.38	-	-	8,225.38
Total	**42,004.26**	**34,420.41**	**9,869.31**	**-**	**44,289.68**

iv. **Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments.

The Group's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. The Holding Company uses derivative financial instruments such as foreign exchange contracts to manage its exposures to foreign exchange fluctuations. All such transactions are carried out within the guidelines set by the risk management committee.

The analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non financial assets and liabilities.

(a) **Currency Risk**

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the functional currency of The Group.

The currencies in which these transactions are primarily denominated are US dollars (US $), Pound (GBP) and Euro.

As the share of exports to total sales made by Holding Company is considerable, same is partly hedge through natural hedging via raw material imports. Further management exercise close monitoring of currency fluctuations.

During the year, The Group has not entered into any forward exchange contract, being derivative instrument to mitigate foreign currency risk.

There are no forward contract outstanding at the end of the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Foreign Currency Risk Exposures:

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

Particulars	Foreign Currency Amount in Lakhs			₹ in Lakhs	
	Currency	31 March 2022	31 March 2021	31 March 2022	31 March2021
Amount receivable	EURO	14.93	7.52	1,257.38	645.01
	US $	59.38	26.83	4,500.52	1,961.38
	CNY	0.04	0.06	0.48	0.66
Amount payable	EURO	44.65	57.24	3,760.75	4,908.59
	US $	32.22	33.90	2,442.10	2,478.14

Sensitivity:

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

The following table details The Group's sensitivity to 1% increase and decrease in the exchange rate between the Indian Rupee and respective currencies. A positive number below indicates an increase in profit/ decrease in losses and negative number indicates decrease in profit/ increase in losses:

Particulars	1% strengthening in INR ₹ in Lakhs		1% weakening in INR ₹ in Lakhs	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
EURO	25.03	42.64	(25.03)	(42.64)
US $	(20.58)	5.17	20.58	(5.17)
CNY	(0.00)	(0.01)	0.00	0.01

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Majority of borrowings of The Group are at fixed interest rate and are carried at amortised cost. They are therefore not subject to interest rate risks, since neither the carrying amount nor the future cash flows will fluctuate because off a change in market interest rates.

(c) Price risk

The Group is exposed to equity price risks arising from equity investments. However, there is no material impact of the sensitivity.

64. Revenue (Ind AS 115)

The operations of The Group are limited to only one segment viz. pharmaceuticals and related products. Revenue from contract with customers is from sale of manufactured/traded goods. Sale of goods are made at a point in time and revenue is recognised upon satisfaction of the performance obligations which is typically upon dispatch / delivery. The Group has a credit evaluation policy based on which the credit limits for the trade receivables are established. The credit period provided by The Group is not significant, hence there is no significant financing component.

Disaggregation of Revenue

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Primary geographical market:		
- India	20,436.16	15,994.21
- Outside India	30,287.39	22,716.04
Total revenue from contracts with customers	**50,723.56**	**38,710.25**
Timing of the revenue recognition:		
- Goods transferred at a point in time	50,723.56	38,710.25
- Services transferred over time	-	-
Total revenue from contracts with customers	**50,723.56**	**38,710.25**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Variable components such as discounts and rebates continue to be recognised as deduction from revenue in compliance with Ind AS 115.

(₹ in Lakhs)

Revenue Break – up	**31 March 2022**	**31 March 2021**
Revenue as per contracted price	51,061.77	38,900.20
Adjusted for:		
- Sales returns	(212.12)	(124.32)
- Discounts / Rebates/Schemes	(125.82)	(65.42)
- Others	(0.21)	(0.21)
Net Revenue	**50,723.56**	**38,710.25**

There are no material operations in subsidiary companies.

65. Analytical Ratio

Ratio	**Numerator**	**Denominator**	**As at 31 March 2022**	**As at 31 March 2021**	**% Variance**
Current Ratio (in times)	Total current assets	Total current liabilities	0.48	0.27	73.42
Debt-Equity Ratio(in times)	Total Debt(incl Lease)	Total equity	@	@	-
Debt Service Coverage Ratio (in times)	Earning for debt Service(After exceptional items)	Debt + Interest	1.47	1.21	21.52
Return on Equity(%)	Profit for the year after tax(Before exceptional items)	Average Equity	$	$	-
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	8.05	11.93	(32.49)
Trade receivables turnover ratio (in times)	Revenue from Operations	Average Trade receivables	10.51	9.21	14.16
Trade payables turnover ratio (in times)	Purchases	Average Trade payable	2.00	1.83	9.18
Net capital turnover ratio (in times)	Revenue from Operations	Net Working Capital	#	#	-
Net profit ratio (%)	Profit for the year after tax(Before exceptional items)	Revenue from Operations	1.00%	(3.21%)	131.10
Return on capital employed (ROCE) (%)	Profit before tax and finance cost but after exceptional items	Capital employed(Net worth+lease liability+Deffered tax liabilities)	83.59%	8.99%	830.04
Return on investment	Income generated from Invested funds	Avg Invested funds	Nil	Nil	Nil

@ Ratio is not calculated as the equity value is negative.
$ Ratio is not calculated as the average equity value is negative.
# Ratio is not calculated as the net working capital is negative.

Explanation where variance in ratios is more than 25%

Current ratio:

Decrease in Current liabilities, mainly bank borrowings

Inventory turnover:

Higher level of inventory to support customer delivery.

Net capital turnover:

Due to increased sales and repayment of borrowings.

Net profit ratio:

Due to increased sales and improved profitability.

Return on Capital employed:

Due to repayment of borrowings, OTS and improved profitability

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

66. Disclosure of Transactions With Struck Off Companies:

The Group did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.

67. The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

68. During the year, there are no transaction/details to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

a. Crypto Currency or Virtual Currency

b. Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

c. Registration of charges or satisfaction with Registrar of Companies

d. Undisclosed Income

e. Relating to borrowed funds:

i. Discrepancy in utilisation of borrowings

ii. Borrowings from banks and financial institutions for the specific purpose

69. Disclosure of borrowings obtained on the basis of security of current assets:

The Holding Company has been sanctioned working capital borrowing of ₹ 1,203 Lakhs comprising of ₹ 900 Lakhs fund based and ₹ 303 Lakhs non-fund based from banks on the basis of security of current assets. The Holding Company has filed quarterly returns or statements with banks in lieu of the sanctioned working capital facilities. Discrepancies with the books of accounts are as set out below.

Quarter	Name of the bank	Particulars of securities provided	As per Books of Accounts	Amount as per Quarterly Return & Statements	Amount of Difference	Reason for difference
June, 2021	IDBI Bank and Axis Bank	Inventory	3,280.44	1,788.47	1,491.97	Stock at port not included in stock statement submitted to Bank & Impact Due to the cut off sales.
September, 2021	IDBI Bank and Axis Bank	Inventory	3,238.87	2,726.10	512.77	Mainly due to the cut off sales
		Trade receivables	4,628.43	3,419.50	1,208.93	Reported amount is net of advance from customer & impact of cut off sales.
December, 2021	IDBI Bank and Axis Bank	Inventory	4,314.33	3,830.68	483.65	Mainly due to the cut off sales
March, 2022	IDBI Bank and Axis Bank	Inventory	4,972.91	3,789.49	1,183.42	Mainly due to the cut off sales
		Trade receivables	6,279.92	7,924.37	-1,644.45	Mainly due to the cut off sales

70. Compliance with approved Scheme(s) of Arrangements:

During the Year, the Group has not entered into any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

71. Utilisation of borrowed funds and share premium:

A. During the year, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

B. During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

72. CSR Expenditure:

Sr. No.	Particulars	31 March 2022	31 March 2021
i.	Amount required to be spent by the Group during the year	Nil	Nil
ii.	Amount of expenditure incurred		
iii.	Excess/(Shortfall) for the financial year [(ii) – (i)]	Nil	Nil
iv.	Total of previous year excess / (shortfall)	Nil	Nil
v.	Reason for shortfall, if any	MCA vide notification dated 22 January 2021 laid down provisions for mandatory spend of required CSR contribution applicable for the year ended 31 March 2021 onwards. Owing to losses in three immediate preceding financial years, the Group is not under obligation to make any CSR contribution for the FY 2021-22, resultant there is no shortfall/excess. Thus the shortfall/excess for financial year ended 31 March 2022 and 31 March 2021 is Nil.	

No related party transactions in relation to CSR expenditure has taken place in current year as well as in previous year.

73. The Holding Company is facing some challenges on raw material availability mainly due to working capital constraints. The current supplier arrangement and fund availability ensures material availability sufficient to cater only to the plants at Tanuku and Patalganga which being USFDA & EUGMP approved facilities, fetch better realisation of API produced. Hence, The Holding Company has shut the operations at Tarapur plant. However, The Holding Company is maintaining facilities to keep it ready for restart once material availability is re-established. Management is exploring various business opportunities so as to commerce operations at Tarapur plant.

74. Impact of COVID – 19 (Global pandemic)

The outbreak of corona virus (COVID 19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity.

The Group has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption.

The Group continues to consider the impact of Covid-19 pandemic in assessing the recoverability of receivables, inventories and other assets.

For this purpose, the Group considers internal and external sources of information upto the date of approval of the financial statements. The Group based on its judgements, estimates and assumptions including sensitivity analysis expects to fully recover the carrying amount of its receivables, inventories and other assets. The Group will continue to closely monitor any material changes to future economic conditions.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

75. Additional information as required by Part III of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

As at 31 March 2022:

Particulars	Net assets i.e. total assets minus total liabilities		Share of profit		Share of other Comprehensive income		Share of total Comprehensive income	
	As % of conso-lidated net assets	₹ in Lakhs	As % of conso-lidated profit	₹ in Lakhs	As % of conso-lidated other compre-hensive income	₹ in Lakhs	As % of conso-lidated total compre-hensive income	₹ in Lakhs
Parent								
Wanbury Limited	(9.34)	218.77	100.00	8,147.39	101.73	112.31	100.02	8,259.70
Foreign Subsidiary								
Wanbury Holdings B.V	109.44	(2,563.25)	-	-	-	-	-	-
Ningxia Wanbury Fine Chemicals Company Limited	@	(0.12)	-	-	-	-	-	-
Wanbury Global FZE	(0.11)	2.64	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	(1.73)	(1.91)	(0.02)	(1.91)
Total	**100.00**	**(2,341.96)**	**100.00**	**8,147.39**	**100.00**	**110.39**	**100.00**	**8,257.79**

@ 0.005

As at 31 March 2021:

Particulars	Net assets i.e. total assets minus total liabilities		Share of profit		Share of other Comprehensive income		Share of total Comprehensive income	
	As % of conso-lidated net assets	₹ in Lakhs	As % of conso-lidated profit	₹ in Lakhs	As % of conso-lidated other compre-hensive income	₹ in Lakhs	As % of conso-lidated total compre-hensive income	₹ in Lakhs
Parent								
Wanbury Limited	83.62	(13,065.53)	100.00	(1,260.57)	108.17	(44.11)	100.26	(1,304.68)
Foreign Subsidiary								
Wanbury Holdings B.V	16.39	(2,561.38)	-	-	-	-	-	-
Ningxia Wanbury Fine Chemicals Company Limited	@	(0.11)	-	-	-	-	-	-
Wanbury Global FZE	(0.01)	2.66	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	(8.17)	3.33	(0.26)	3.33
Total	**100.00**	**(15,624.36)**	**100.00**	**(1,260.57)**	**100.00**	**(40.78)**	**100.00**	**(1,301.37)**

@ 0.0007

The above figures are after eliminating intra group transactions and intra group balances.

76. Previous Year's figures have been regrouped/ reclassified wherever necessary, to conform to current year's classification.

For and on behalf of the Board

K.Chandran
Vice Chairman
(DIN: 00005868)

Pallavi P. Shedge
Director
(DIN: 08356412)

Jitendra J. Gandhi
Company Secretary

Vinod Verma
Chief Financial Officer

Mumbai, 22 June 2022

NOTES

Printed & Designed by DJ Mediaprint & Logistics Limited (sales@djcorp.in)