

Wanbury Limited							
Unaudited financial results for the quarter and nine months ended 31 December 2012							
(₹ in Lacs)							
Sr. No	Particulars	Quarter Ended			Nine Months Ended		Year ended
		31/12/2012 Unaudited	30/09/2012 Unaudited	31/12/2011 Unaudited	31/12/2012 Unaudited	31/12/2011 Unaudited	31/3/2012 Audited
1	Income from Operations						
(a)	Net Sales (Net of excise duty)	10,496.15	10,473.92	7,549.82	30,536.30	24,895.99	34,075.76
(b)	Other operating income	39.27	57.54	60.19	198.45	207.52	379.29
	<b>Total Income from Operations</b>	<b>10,535.37</b>	<b>10,531.46</b>	<b>7,610.01</b>	<b>30,734.75</b>	<b>25,103.51</b>	<b>34,455.05</b>
2	Expenditure						
(a)	Cost of materials consumed	4,018.99	4,537.97	3,181.09	12,469.05	8,851.98	13,469.28
(b)	Purchase of stock-in-trade	928.31	1,244.03	848.61	3,246.57	3,254.10	4,260.26
(c)	Change in inventories of finished goods, work-in-progress and stock in trade	352.50	(198.27)	238.32	26.05	507.25	(568.05)
(d)	Employee benefit expense	1,733.95	1,752.60	1,509.81	4,972.07	4,574.00	6,155.84
(e)	Depreciation and amortisation expense	386.35	390.80	236.31	1,097.62	709.06	943.13
(f)	Other expense	2,923.32	3,000.14	2,468.00	8,476.01	7,398.50	10,165.19
	<b>Total expenses</b>	<b>10,343.42</b>	<b>10,727.27</b>	<b>8,482.14</b>	<b>30,287.37</b>	<b>25,294.87</b>	<b>34,425.66</b>
3	Profit from Operations before other income, finance costs and exceptional items (1-2)	191.95	(195.81)	(872.13)	447.38	(191.38)	29.40
4	Other Income	2.60	66.08	33.46	270.74	780.77	1,082.41
5	Profit (Loss) before Interest & Exceptional Items (3+4)	194.55	(129.73)	(838.67)	718.12	589.39	1,111.81
6	Finance costs	1,014.28	177.95	502.61	2,403.86	2,930.34	3,508.70
7	Profit (Loss) after Interest but before Exceptional Items (5-6)	(819.73)	(307.68)	(1,341.28)	(1,685.74)	(2,340.95)	(2,396.89)
8	Exceptional Items-Income(Expense)	-	-	-	-	1,083.08	783.21
9	Profit(Loss) from Ordinary Activities before Tax (7-8)	(819.73)	(307.68)	(1,341.28)	(1,685.74)	(1,257.87)	(1,613.68)
10	Tax Expense	-	-	-	-	-	-
11	Net Profit(Loss) from Ordinary Activities after Tax (9-10)	(819.73)	(307.68)	(1,341.28)	(1,685.74)	(1,257.87)	(1,613.68)
12	Extraordinary Items	-	-	-	-	-	-
13	Net Profit(Loss) for the Period (11-12)	(819.73)	(307.68)	(1,341.28)	(1,685.74)	(1,257.87)	(1,613.68)
14	Paid up Equity Share Capital (face value of ₹ 10 each)	1,737.93	1,737.93	1,468.93	1,737.93	1,468.93	1,737.93
15	Reserves excluding Revaluation Reserves	-	-	-	-	-	7,343.59
16	Earning Per Share (of ₹ 10/- each) (not annualised) Basic & Diluted in ₹:	(4.72)	(1.77)	(9.13)	(9.70)	(8.56)	(10.97)
A	Particulars of Shareholding						
	Public Shareholding						
	Number of shares	10,190,556	10,190,556	10,190,556	10,190,556	10,190,556	10,190,556
	Percentage of shareholding	58.64%	58.64%	69.37%	58.64%	69.37%	58.64%
	Promoters and promoter group shareholding						
(a)	Pledged / Encumbered						
	- Number of shares	825,742	825,742	3,812,500	825,742	3,812,500	825,742
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	11.49%	11.49%	84.75%	11.49%	84.75%	11.49%
	- Percentage of shares (as a % of the total share capital of the Company)	4.75%	4.75%	25.96%	4.75%	25.96%	4.75%
(b)	Non-encumbered						
	- Number of shares (Refer note 12)	6,362,988	6,362,988	686,230	6,362,988	686,230	6,362,988
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	88.51%	88.51%	15.25%	88.51%	15.25%	88.51%
	- Percentage of shares (as a % of the total share capital of the Company)	36.61%	36.61%	4.67%	36.61%	4.67%	36.61%
B	Investors Complaints						
	Pending at the beginning of the quarter		Nil				
	Received during the quarter		4				
	Resolved during the quarter		4				
	Remaining unresolved at the end of the quarter		Nil				



## Notes :-

- 1) The above financial results have been reviewed by the Audit Committee and have been taken on record at the meeting of the Board of Directors of the Company held on 7 February 2013.
- 2) The Company has only one segment of activity namely "Pharmaceuticals".
- 3) The market price of the equity shares of the Company being less than the exercise price in respect of various outstanding options to subscribe to equity shares, the aforesaid options are considered to be anti dilutive.
- 4) Erstwhile The Pharmaceutical Products of India Limited (PPIL) merged with the Company pursuant to the Scheme of Revival cum Merger (the Scheme) approved vide order dated 24 April 2007 by the Board for Industrial and Financial Reconstruction (BIFR) u/s 18 and other applicable provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) w.e.f. 1 April 2006, being the appointed date.
- Subsequently in response to a suit filed by one of the unsecured creditors of erstwhile PPIL, challenging the Scheme, the Hon'ble Supreme Court vide its order dated 16 May 2008, has set aside the above referred BIFR order and remitted the matter back to BIFR for considering afresh as per the provisions of SICA.
- The matter is now under BIFR's reconsideration. BIFR has directed IDBI Bank, which is an Operating Agency, to prepare the Draft Rehabilitation Scheme. In the meanwhile, the Company has sought legal opinion and has been advised to maintain status quo ante with respect to the merger under the said Scheme and that it should take further steps only on the basis of the fresh BIFR order.
- In view of the above, the Company has maintained a status quo. However, all actions taken by the Company pursuant to the sanctioned scheme shall remain subject to and without prejudice to the orders that may be passed by the BIFR while considering the case afresh pursuant to the directions of the Hon'ble Supreme Court in its order dated 16 May 2008.
- 5) Pro rata premium on FCCB 'B' Bonds amounting to ₹ 81.31 Lacs and exchange loss of ₹ 98.50 Lacs upon its maturity on 17 December, 2012, have been charged to the Securities Premium Account for the quarter ended 31 December 2012.
- 6) 248 FCCB 'A' Bonds have matured on 23 April 2012. The Company has renegotiated terms vide agreement dated 14 September 2012, with the Bondholder holding 200 bonds and have been accounted accordingly. For the balance 48 FCCB 'A' and 700 FCCB 'B' Bonds, pending renegotiation, effect given in the financial statements are as per the terms at the time of issue of the bonds.
- 7) The Company has equity investments of ₹ 3,907.71 Lacs in two wholly owned subsidiaries and other company and has amount recoverable of ₹ 17,981.14 Lacs from them and step down subsidiary. The Company's involvement in the aforesaid entities being of strategic importance and for long term and the Company is contemplating steps for their revival, fund infusion etc. Hence, no provision is considered necessary by the Company at this stage in respect of its investments and amounts recoverable as stated above.
- This was a subject matter of qualification in the audit report for the year ended 31 March 2012 and Limited Review reports of all periods covered by the accompanying statements.
- 8) The Corporate Debt Restructuring (CDR) proposal of the Company, having 30 September 2010 as the cut off date, has been approved by the CDR Cell vide its Letter of Approval (LOA) dated 23 May 2011. Subsequently, on execution of the Master Restructuring Agreement (MRA) dated 19 September 2011, and upon steps taken/being taken to comply with the conditions of MRA, effect of CDR Scheme has been given in the financial statements as per the MRA and excess interest accounted for the period 1 October 2010 to 31 March 2011 amounting to ₹ 783.21 Lacs has been reversed during the year ended 31 March 2012 and shown as an exceptional item.
- 9) The Company has sought extension in moratorium for repayment of certain loans keeping Net Present Value unchanged, vide its letter dated 10 December, 2012. Pending approval of the same, the Company has provided interest as per the CDR scheme approved earlier and complied with CDR scheme except to the extent of modification sought as aforesaid.
- 10) The Company is in the process of applying to the Central Government for waiver of recovery of the excess remuneration of ₹ 19.37 Lacs paid to the executive director of the Company for the year ended 31 March 2012. Pending approval of Central Government, the aforesaid amount has been charged to the revenue in the relevant year.
- This was a subject matter of qualification in the audit report for the year ended 31 March 2012 and Limited Review report for the quarter ended 30 June 2012 and 30 September 2012.
- 11) Exim Bank has subscribed to 4,511 Preference Shares of Euro 1,000/- each of Wanbury Holding B. V., a subsidiary company pursuant to the Preference Share Subscription Agreement dated 7 December 2006. Pursuant to the said agreement, Exim Bank has exercised Put Option vide letter dated 8 November, 2011 and company is required to pay USD 69 Lacs (₹ 3,286.80 Lacs) to acquire aforesaid preference shares. Further, State Bank of India, London vide its letter dated 11 July 2012, has demanded repayment of Euro 32.60 Lacs (₹ 2,356.38 Lacs) together with interest till the date of repayment from the Company in terms of Guarantee & Loan agreement dated 27 September 2007 vide which aforesaid credit facilities was granted to Cambria Pharma S L, the step down subsidiary of the Company. Both the above mentioned dues being part of the CDR Scheme will be accounted upon arriving at mutually agreed terms of settlement with the respective parties.
- 12) IDBI Bank vide its letter dated 4 August 2012 has invoked guarantee of Wanbury Limited in respect of dues from Bravo Limited of ₹ 1,870.11 Lacs. Since Bravo Limited is in the process of one time settlement with IDBI out of sales proceeds of its assets, the Company does not expect any liability at this stage.
- 13) Creditors, debtors & advances are subject to confirmation, reconciliation and adjustments, if any.
- This was a subject matter of qualification in the audit report for the year ended 31 March 2012 and Limited Review report for the quarter ended 30 June 2012 and 30 September 2012.
- 14) 26,90,000 Equity Shares allotted to Expert Chemicals Private Limited on 30 March 2012 on preferential basis pursuant to the Corporate Debt Restructuring Scheme is pending listing permission from the BSE & NSE.
- 15) The figures for the previous periods have been regrouped, wherever necessary, to correspond with the figures of the current period.

Place : Mumbai  
Date : 7 February 2013

  
K. Chandran  
Vice Chairman





**KAPOOR & PAREKH ASSOCIATES**  
CHARTERED ACCOUNTANTS

**The Board of Directors**  
**Wanbury Limited**  
BSEL Tech Park  
B-Wing, 10th Floor, Sector-30A,  
Opp. Vashi Railway Station,  
Vashi, Navi Mumbai- 400 705

1. We have reviewed the accompanying statement of unaudited financial results of **Wanbury Limited** ("the Company") for the period ended 31st December, 2012 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' and undisputed investor complaints, which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on 7th February, 2013 and is based on the unaudited accounts of the Company for the period ended 31st December, 2012. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements / results are free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Attention is invited to:
  - a) Note No. 4 of the accompanied statement regarding inclusion of financials of erstwhile PPIL for the reasons stated therein;
  - b) Note No. 7 of the accompanied statement regarding investments in two wholly owned subsidiaries and other company of ₹3,907.71 Lacs and amount recoverable of ₹17,981.14 Lacs from them and step down subsidiary, whose net worth is eroded / significantly eroded and accounts have been prepared on going concern basis, are considered good for the reasons stated therein and our inability to comment on realisability / recoverability thereof; and
  - c) Note No. 10 of the accompanied statement regarding excess remuneration of ₹19.37 Lacs to executive director for the financial year ended 31st March, 2012 charged to the revenue, which is pending approval of the Central Government. Had the effect been given, the loss for the financial year ended 31st March, 2012 would have been lower by ₹19.37 Lacs and assets and reserves for the aforesaid financial year and current period would have been higher by ₹19.37 Lacs.





**KAPOOR & PAREKH ASSOCIATES**  
CHARTERED ACCOUNTANTS

d) Note No. 13 of the accompanied statement regarding creditors, debtors and advances being subject to confirmation, reconciliation and adjustments, if any. Consequently we are unable to comment on the carrying values of these balances as at the period end and accordingly the impact of the consequential adjustments, if any, on the loss for the period ended 31st December, 2012 and assets, liabilities and reserves as on that date can not be readily ascertained.

Our Audit Report on the financial statements for the year ended 31st March, 2012 and Limited Review Reports for the quarter ended 30th June 2012 and 30th September, 2012 were modified in respect of the above matter referred in para 3(b), 3(c) and 3(d).

4. *Subject to para 3 above*, based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards referred to in Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement with stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Kapoor & Parekh Associates  
Chartered Accountants  
[ICAI FRN 104803W]

Nikhil Patel  
Partner  
Membership No. 37032



Mumbai, 7th February, 2013