

ANNUAL REPORT 2014-15



Towards
Better
Healthcare



Towards Better Healthcare

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

COMPANY SECRETARY

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

REGISTERED & HEAD OFFICE

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

**Plants at Patalganga, Turbhe, Tarapur, Mazgaon
(Maharashtra) and Tanuku (AP)**

AUDITORS

M/s. Kapoor & Parekh Associates

Chartered Accountants, Mumbai

BANKERS

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

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit – 1, Luthra Industrial Premises, Safed Pool,
Andheri - Kurla Road, Andheri (East),
Mumbai – 400 072. India
Telephone No.: +91-22-28516338, 28528087
Fax No.: +91-22-28512885
E-mail: sharexindia@vsnl.com

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NOTICE

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of the Members of Wanbury Limited will be held on Monday, 28 September, 2015 at 11:30 A.M. at Hotel Tunga Regency, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400 703 to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Period ended 31 March 2015, along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868) of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification (s), the following resolutions as an **ORDINARY RESOLUTIONS** relating to the ratification of appointment of Statutory Auditors of the Company:
 - (a) **“RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), the appointment of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W) be and are hereby ratified as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.”
 - (b) **“RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), the appointment of M/s. Kolath & Co., Chartered Accountants, Chennai, be and are hereby ratified as Branch Auditors of the Company, to audit the accounts of the Company's Plant Situated at Tanaku, West Godavari District, Andhra Pradesh, to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION** relating to the ratification of appointment and remuneration of Cost Auditor:

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

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

A. Period:

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

B. Remuneration:**i) Basic Salary:**

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

ii) House Rent Allowance:

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

iii) Special Allowance:

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

iv) Leave Travel Allowance:

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

v) Medical Allowance:

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

vi) Annual Performance Bonus:

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

C. Perquisites:

- i) Reimbursement of Expenses on actual, pertaining to gas, fuel, electrify and telephone.
- ii) Personal Accident Insurance coverage for self as per the rules of the Company.
- iii) Company's contribution towards Provident Fund and superannuation fund or annuity fund on basic salary as per the rules applicable to Senior Executives of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iv) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per the rules applicable to Senior Executives of the Company.
- v) Leave and encashment of leave at the end of the tenure as per the rules applicable to Senior Executives of the Company.
- vi) A car for use of Company's business.
- vii) Spouse accompanying on any official domestic and overseas trip will be governed as per the policy of the Company as applicable to Wholtime Director/Senior Executives of the Company.
- viii) Fees of one corporate club in India (including Admission and Membership fees).
- ix) Any other policies/benefits that are introduced by the Group from time to time as applicable at his level.

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

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

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

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

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

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

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

Registered Office:

BSEL Tech Park, B Wing,
10th Floor, Sector 30-A, Vashi,
Navi - Mumbai – 400 703.
Tel.: 91 22 67942222
Fax: 91 22 67942111/333
Email: shares@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455
Mumbai, 13 August 2015

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON POLL; INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10 %) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies act, etc. must be supported by an appropriate resolution/authority as applicable.
- The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as per Item Nos. 4 to 6 herein above, is annexes herewith.
- The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 22 September, 2015 to Monday, 28 September, 2015** (both days inclusive) for the purpose of Annual General Meeting.
- The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless Compliances by the Companies pursuant to the applicable provisions of Information Technology Act, 2000. The Members are requested to notify their e-mail addresses to Company and enable the Company to send notices, annual report and other documents through electronic mode (e-mail). The Members can notify their e-mail addresses to the Company by sending a request on e-mail ID shares@wanbury.com or by sending a letter addressed to the Company Secretary.
- The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., Unit – 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072, in respect of the Shares held in Physical Form, and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.

7. In case the mailing address mentioned on this Annual Report is without the PINCODE, Shareholders are requested to kindly inform their PINCODE immediately to their DP or the Company's Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., as mentioned above.
8. Members who hold Shares in Dematerialized Form are requested to write their Client ID and DP ID numbers and those who hold shares in Physical Form are requested to write their Registered Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
9. Shareholders desiring any information as regards to the Accounts of the Company are requested to write to the Company at least Seven days in advance of the Annual General Meeting; so that the information to the extent practicable can be made available at the Annual General Meeting.
10. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting hall.
11. Pursuant to Section 205A and Section 205C to the Companies Act, 1956, (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified), the Company has transferred the unpaid or unclaimed dividends for the financial year 2006-2007 to Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 23 March, 2015 on the website of the Company (www.wanbury.com) as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)
Dividends for the financial years 2007-2008 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2007-08 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.
12. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of demat holdings.
13. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with stock exchanges all the business as per Item Nos. 1 to 6 herein above, is required to be transacted by electronics means.
14. The Board of Directors of the Company has appointed CS. Ajit Sathe of M/s. A. Y. Sathe & Co., Practicing Company Secretary as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
15. Process and manner for Members opting for remote e - Voting is as under:
 - (i) The remote voting period begins on **Friday, 25 September, 2015 at 9:00 A.M. and ends on Sunday, 27 September, 2015 at 5:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21 September, 2015** (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Registered Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN for Wanbury Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

16. The persons who have acquired shares and become members of the Company after dispatch of the notice of Annual General Meeting, may obtain User ID and Password for Remote e-voting by sending request to the Company / Sharex Dynamics (India) Pvt. Ltd. either by way of a letter or by sending email to shares@wanbury.com / sharexindia@vsnl.com
17. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the Annual General Meeting and the Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.
18. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
19. A Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on **21 September, 2015** ('cut-off date'). A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the 'cut-off date only' shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting.
20. The Scrutinizer will submit his report addressed to Mr. K. Chandran, Vice Chairman after completion of the scrutiny and the results of the voting will be announced on or before **30 September, 2015**.
21. Members are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with respective Depository Participant (if holding shares in electronic form) or the Company / Sharex Dynamic (India) Pvt. Ltd. (if holding shares in physical form). The requests to the Company / Sharex Dynamic (India) Pvt. Ltd. can either be sent by way of a letter or by sending e-mail to shares@wanbury.com / sharexindia@vsnl.com
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 5:00 P.M.) on all working days except Sundays, upto and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.

ITEM NO. 4:

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

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

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

ITEM NO. 5:

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

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

I. GENERAL INFORMATION:

- (1) Nature of Industry – Pharmaceutical Industry.
- (2) Date of commencement of commercial production – The Company commenced its pharmaceutical business from 1988 onwards.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

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(4) Financial performance

(Amount ₹ in Lacs)

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

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

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

(5) Export Performance and net foreign exchange collaborations:

(Amount ₹ in Lacs)

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

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

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

(6) Foreign investments or collaborators, if any:

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

II. INFORMATION ABOUT THE APPOINTEE:

- Background details: Mr. K. Chandran aged about 58 years, is a Science Graduate and has rich experience and knowledge of pharmaceutical industry and has contributed substantially to the growth of the Company.
- Past Remuneration – Remuneration of ₹ Nil was paid to Mr. K. Chandran for the year 2014-2015.
- Job profile and his suitability – Mr. K. Chandran is in-charge of the overall administration of the Company and its Subsidiary Companies, subject to the superintendence, direction and control of the Board of the Company.
- Remuneration proposed – As set out in the Resolution. The remuneration of Mr. K. Chandran has the approval of Board and Remuneration Committee.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) – Taking into consideration, size of the Company, the profile of Mr. K. Chandran, an Indian National, the responsibility shouldered by him, the remuneration package set out in resolution is commensurate with the remuneration package paid to managerial position in other Companies.
- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any – Besides, the remuneration proposed, Mr. K. Chandran does not have any other pecuniary relationship with the Company or relationship with any managerial personnel.

III. OTHER INFORMATION:

(1) Reason of loss or inadequate profits:

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

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

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