

# ANNUAL REPORT

## 2017-18



**WANBURY**

Towards Better Healthcare



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. K. Chandran	- Vice Chairman & Whole-time Director
Mr. N. K. Puri	- Non-Executive Independent Director
Mr. S. K. Bhattacharya	- Non-Executive Independent Director
Mr. Divakar Kaza (upto 8 <sup>th</sup> February, 2018)	- Non-Executive Independent Director
Ms. Poonam Arya Bharti (w.e.f. 10 <sup>th</sup> August, 2018)	- Non-Executive Independent Woman Director

### CHIEF FINANCIAL OFFICER

Mr. Vinod Verma

### COMPANY SECRETARY

Mr. Jitendra J. Gandhi

### REGISTERED & HEAD OFFICE

BSEL Tech Park  
B-Wing, 10<sup>th</sup> 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

Patalganga, Tarapur (Maharashtra) and  
Tanuku (AP)

### AUDITORS

#### M/s. V. Parekh & Associates

Chartered Accountants, Mumbai

### BANKERS/FINANCIAL INSTITUTIONS

Bank of India  
Andhra Bank  
EXIM Bank  
Axis Bank  
IDBI Bank  
Edelweiss Asset Reconstruction Co. Ltd.

### 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 **Thirtieth (30<sup>th</sup>)** Annual General Meeting of the Members of Wanbury Limited will be held on **Thursday, 27<sup>th</sup> day of September, 2018 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, 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:
  - a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 along with the Reports of Directors and Auditors thereon; and
  - b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 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 30<sup>th</sup> Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting held thereafter, 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. D. C. Dave & Co., Cost Auditor, Mumbai, for conducting cost audit for the Financial Year 2018-19.**

**“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. Manish Shukla, (Membership No. 31768), of M/s. D. C. Dave & Co., Cost Auditor, Mumbai, who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2018-19, amounting to ₹1,75,000/- (Rupees One Lakh Seventy Five Thousand 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 **ORDINARY RESOLUTION:**

**To approve appointment of Ms. Poonam Arya Bharti (DIN-01165995) as Non-Executive Independent Woman Director:**

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, (“the Act”) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Poonam Arya Bharti (DIN-01165995), who was appointed as an Additional Director in the capacity of Non-Executive Independent Woman Director of the Company by the Board of Directors with effect from 10<sup>th</sup> August, 2018 in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Poonam Arya Bharti as a candidate for the office of Director of the Company be and is hereby appointed as Non-Executive Independent Woman Director of the Company for a term up to one year i.e. from 10<sup>th</sup> August, 2018 to 9<sup>th</sup> August, 2019 and the term shall not be subject to retirement by rotation and shall be eligible for re-appointment.”

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

**To consider the continuation of Directorship of Mr. N. K. Puri (DIN-00002226), Non-Executive Independent Director who has attained the age of Seventy-five (75) years.**

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 (IA) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Non-Executive Independent Director by Mr. N. K. Puri (DIN-00002226) upon attaining the age of Seventy-five (75) years on 7<sup>th</sup> June, 2018 upto the expiry of his present term of office, on the existing terms duly approved through an Ordinary resolution passed in the 26<sup>th</sup> Annual General Meeting of the Company.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

To approve subsidiarisation by way of hiving off/transfer of Formulation Business into its wholly owned Subsidiary Company.

**“RESOLVED THAT**, pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’,) which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution to divest by way of sale, transfer, lease, assign or hiving off or otherwise transfer to strategic partner/investor / special purpose vehicle Company (SPV) or to any third party either the entire Formulation Business into a Separate Company which will be a wholly owned Subsidiary Company with other integrated facilities and immovable / movable properties, if any, attached thereto, with or without associated liabilities, in one or more tranches, at such price and on such terms and conditions as may be decided by the Board and in such manner as the Board deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

**FURTHER RESOLVED THAT**, Mr. K. Chandran, Vice Chairman, and/or Mr. Vinod Verma, Chief Financial Officer and/or Mr. Jitendra J. Gandhi, Company Secretary of the Company be and are hereby severally authorised and to finalise and execute the required transactional documents including but not limited to Agreement(s) for sale, sale deed, lease, license, transfer, transitional services, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalise all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to this resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred to any Director/s or other Officer/s of the Company, or to engage advisor/s, consultant/s, agent/s or intermediary as may be deemed necessary.

**FURTHER RESOLVED THAT**, for the purpose of giving effect to this resolution, Mr. K. Chandran, Vice Chairman and/or Mr. Vinod Verma, Chief Financial Officer and/or Mr. Jitendra J. Gandhi, Company Secretary of the Company be and are hereby severally/jointly authorised to issue any clarifications, settle all questions, difficulties or doubts that may arise and take all others steps which may be incidental, consequential, relevant or ancillary and to effect any modification / alterations/changes etc. to the foregoing as may be necessary or deem fit in this regard.

**FURTHER RESOLVED THAT**, all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

**Registered Office:**

BSEL Tech Park, B - Wing,  
10<sup>th</sup> 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

By Order of the Board of Directors  
**For Wanbury Limited**

**Jitendra J. Gandhi**  
Company Secretary

Mumbai, 10<sup>th</sup> August, 2018



### 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.**
2. A person can act as a proxy on behalf of Members not exceeding fifty (50) 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 Corporate Members must be supported by an appropriate Board Resolution /authority as applicable authorizing their representative to attend and vote on their behalf at the meeting.
3. 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 7 herein above, is annexed hereto and forms part of this Notice. The profile of the Directors seeking reappointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, **Friday, 21<sup>st</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018** (both days inclusive) for the purpose of Annual General Meeting.
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
6. 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. 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.
8. 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.
9. 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.
10. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the 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](http://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](http://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](http://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 M/s. Sharex Dynamics (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. 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. Sharex Dynamics (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](http://www.wanbury.com).

- c) are requested to register / update their e-mail address with the Company / M/s. Sharex Dynamics (India) Pvt. Ltd for receiving all communications from the Company electronically.
15. 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.
16. 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 all the business as per **Item Nos. 1 to 7** herein above, is required to be transacted by electronics means.
17. The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
18. Process and manner for Members opting for remote e - Voting is as under:
- (i) The remote voting period begins on **Monday, 24<sup>th</sup> September, 2018 at 09:00 A.M. and ends on Wednesday, 26<sup>th</sup> September, 2018 at 05:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Thursday, 20<sup>th</sup> September, 2018 (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](http://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 dematerialised form and had logged on to [www.evotingindia.com](http://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:

	<b>For Members holding shares in Dematerialised Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialised shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<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"> <li>If both the details are not recorded with the depository or Company please enter the Member ID/Regd. Flio Number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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 **EVS**N 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 print out 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xix) **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](http://www.evotingindia.com) and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.
    - 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts
    - 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.
  - (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
19. 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](mailto:shares@wanbury.com) / [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)
20. 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.
21. 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.
22. A Member's voting rights shall be in proportion to her share of the paid-up equity share capital of the Company as on Thursday, **20<sup>th</sup> September, 2018 ('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.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
24. 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](mailto:shares@wanbury.com) / [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)
25. 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 (from 10:00 A.M. to 05:00 P.M.) on all business working days except Sundays, upto and including the date of the Annual General Meeting of the Company.
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## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

#### **ITEM NO 4: RATIFICATION OF THE REMUNERATION PAYABLE TO M/s. D. C. DAVE & CO., COST AUDITOR, MUMBAI, FOR CONDUCTING COST AUDIT FOR THE FINANCIAL YEAR 2018-19.**

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 the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2019.

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 the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2019.

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

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: APPOINTMENT OF MS. POONAM ARYA BHARTI (DIN-01165995) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR.**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Poonam Arya Bharti (DIN-01165995) as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 10<sup>th</sup> August, 2018.

Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Ms. Poonam Arya Bharti will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Poonam Arya Bharti for the office of Independent Director of the Company.

Ms. Poonam Arya Bharti is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. Based on the declarations received from Ms. Poonam Arya Bharti in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that she meets with the criteria of independence and possesses appropriate skills, experience and knowledge. A copy of the draft letter for the appointment of Ms. Poonam Arya Bharti as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's Registered Office on all working days (except Saturday) between 11:00 A.M. to 01:00 P.M. upto the date of Annual General Meeting.

Keeping in view her vast expertise and knowledge in Human Resource Function, it will be in the interest of the Company that Ms. Poonam Arya Bharti is appointed as Non-Executive Independent Woman Director.

None of the Directors, Key Managerial Personnel and/or their relatives, except Ms. Poonam Arya Bharti, to whom the resolution relates, is interested or concerned in the aforesaid resolution.

This Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid resolution as set out in Item No. 5 of accompanying notice seeks approval by the Members as an Ordinary Resolution for the appointment of Ms. Poonam Arya Bharti as an Independent Director of the Company for a term upto one year pursuant to Section 149 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

#### **ITEM NO. 6: CONTINUATION OF DIRECTORSHIP OF MR. N. K. PURI (DIN-00002226) AS NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE OF SEVENTY-FIVE (75) YEARS.**

The Members of the Company at the 26<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> March, 2015 approved the appointment of Mr. N. K. Puri (DIN-00002226) as a Non-Executive Independent Director for a period of five years through an ordinary resolution under the relevant provision of the Companies Act, 2013.

In view of the latest amendment latest amendment in the Regulation 17 (IA) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 notified on 9<sup>th</sup> May, 2018, in case the Non-Executive Directors/ Independent Directors of listed entities who have already attained the age of Seventy-five years or will be attaining the age before 1<sup>st</sup> April, 2019, such listed entities will have to seek approval for the continuation of Directorship of the such Director from shareholders by special resolution in the current Financial Year itself.

The Board therefore recommends the Special Resolutions for your approval.

Except Mr. N. K. Puri (the appointee), none of the Directors and/or Key Managerial Personnel or their relative(s) is /are in any way concerned or interested, in passing of the above mentioned resolution.

The Board recommends passing of the Special Resolution as set out in Item No. 6 of the accompanying notice for approval of the Shareholders.

### **ITEM NO. 7: APPROVAL FOR SUBSIDIARISATION BY WAY OF HIVING OFF/ TRANSFER OF FORMULATION BUSINESS INTO ITS WHOLLY OWNED SUBSIDIARY COMPANY.**

The Company's business, by its nature, is dynamic and competitive, which may necessitate changes in the business plan and/or investment holdings of the Company to address the business requirements, competitive threats, including those that may not be currently envisaged. These changes, if any, in the business plan and/or funding plans shall be made keeping in mind the interests of the Company and its investors. Also, the Company may be required to divest part of its ownership in certain subsidiaries to generate necessary cash flows to deliver the Business or support additional investment obligations.

The Board of Directors of the Company at their meetings held on 10<sup>th</sup> August, 2018 proposed to hive-off the Company's Formulation Business into a separate Company which will be a wholly owned Subsidiary Company. The products are sold under the well-known brand name C-Pink, Coriminic, Adtrol etc.

The Formulation Business aspires to build on its brand strength through better products, technology upgradation and process improvements to continue its market leadership. To this intent, the Board at its meetings held on 10<sup>th</sup> August, 2018, approved in principle, subject to Shareholder and other regulatory approvals, to transfer the Formulation Business including brands, intellectual property rights into a separate Company which will be a wholly owned Subsidiary Company to facilitate, inter alia, the invitation to a strategic partner. The Management is currently in discussion with interested players for this purpose.

The divestment will enable the Company to reduce/repay debt, focus its synergies on the existing generation capacity of the Company and bring into generation the units under construction there by enabling the Company to be a dominant player in the emerging Indian Pharma generation business and embark on the significant growth opportunities it offers in future. Besides, the divestment is expected to improve the Company's Balance Sheet and enhance value of shareholder's stake.

The hiving off/ transfer of the Formulation Business including brands, intellectual property rights after completion of necessary formalities would be at a consideration to be determined by the Board of Directors being not lower than the net book value of the assets of the Business on the date of hiving off /transfer i.e. 27<sup>th</sup> September, 2018. The effective date of hiving off/ transfer of the Formulation Business will be as may be decided by the Board.

The services of concerned employees including the workmen engaged in the Formulation Business would also be transferred with continuity of service and terms and conditions of service not less favourable than existing on the date of transfer.

The Board of Directors considers that it would be in the best interest of the Company, its Shareholders and its concerned employees and trade associates to hiving off/ transfer the said Formulation Business as referred to in the draft Special Resolution into a separate Company which will be a wholly owned Subsidiary Company.

In terms of Section 180 (1) (a) of the Companies Act, 2013 and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shareholders' approval by passing a special resolution is required to give effect to this hiving off/sale of its Formulation Business.

Accordingly, in terms of the Companies Act, 2013, the approval of the Shareholders is being sought by passing a Special Resolution as set out in the Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company. Your Directors recommend the adoption of the resolution at Item No. 7 of the Notice as a Special Resolution.

In view of the aforesaid provisions, you are requested to grant your consent to the Special Resolution as set out at item No. 7 of the accompanying Notice.

#### **Registered Office:**

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CIN: L51900MH1988PLC048455

Mumbai, 10<sup>th</sup> August, 2018

By Order of the Board of Directors  
**For Wanbury Limited**

**Jitendra J. Gandhi**  
Company Secretary