



WANBURY LIMITED

(Formerly Pearl Organics Limited) 16th Annual Report 2003-2004

Board of Directors

Dr S. P. Adarkar Director
Mr.K Chandran Director
Mr. K R N Moorthy Executive Whole-time Director

Registered Office

A-15, M.I.D.C. Industrial Area
Patalganga, District RAIGAD - 410 220
Maharashtra

Plants at Tarapur and Patalganga (Maharashtra)

Head Office

Plot No.28, 1ST Floor, Kopri Road
Sector - 19C, Vashi, Navi Mumbai – 400 703.
Maharashtra

Auditors

Messrs. V.Kannan & Associates,Chartered Accountants, Mumbai

Bankers

Bank of India , Mumbai

Registrars and Transfer Agents

Regd. Off :

Sharex Dynamic (India) Pvt. Ltd.,
17/B, Dena Bank Building, 2nd Floor
Horniman Circle, Fort, Mumbai – 400 001.
Telephones: 22702485 / 22641376 / 22702483
Fax : 22641349
Email : sharexindia@vsnl.com
Website : www.sharexindia.com

Branch Office :

Sharex Dynamic (India) Pvt. Ltd.
Unit I, Luthra Industrial Premises, Andheri-Kurla Road
Safed pool, Andheri (E), Mumbai 400072
Telephones: 28515606, 28515644
Fax : 28512885

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NOTICE

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the members of Wanbury Limited (Formerly Pearl Organics Ltd) will be held on 18th day of November, 2004 at Riverview Hotel, Patalganga, Dist. – Raigad, at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2004 and the Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. K. Chandran who retires by rotation and being eligible offers himself for re-appointment.
3. To Consider and if thought fit with or without modification(s) the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** M/s. Kapoor & Parekh Associates, Chartered Accountants be and are hereby appointed as the auditors of the company to hold office from the conclusion of 16th Annual General Meeting till conclusion of the next Annual General Meeting.”

“**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to fix remuneration payable to M / s. Kapoor & Parekh Associates.

Explanatory Statement :

- A. Brief profile of Mr. K. Chandran and name of companies in which he is director / committee member is given below.
- B. M/s V. Kannan & Associates, auditors and M/s Kapoor & Parekh Associates, branch auditors for erstwhile Wander Pvt. Ltd., retire at the conclusion of the 16th Annual General Meeting. M/s V. Kannan & Associates have expressed their inability to offer themselves for reappointment. A notice has been received from shareholder giving his intention to propose the name of M/s Kapoor & Parekh Associates, Chartered Accountants, for appointment as auditors of the company to hold the office from the conclusion of the next Annual General Meeting as mentioned in the resolution.

SPECIAL BUSINESS:

4. 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 Section 146 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of such other authorities as may be necessary in this regard, the Registered Office of the Company be and is hereby shifted from A-15, MIDC Industrial Area, Patalganga, Dist. Raigad within the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai to Plot No. 28, Sector 19-C, Kopri Road, Vashi, Navi Mumbai 400 703 within the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai.”

By Order of the Board of Directors
K.CHANDRAN
Director

Navi Mumbai, 15th October, 2004

REGISTERED OFFICE:

A-15, M.I.D.C. INDUSTRIAL AREA,
PATALGANGA, RAIGAD - 410 220.
MAHARASHTRA.

Details of the Director seeking re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of Directors	Mr. K. Chandran
Date of Birth	01-01-1958
Date of Appointment	18-12-1990
Qualification/Expertise in Specific Functional areas	B. Sc Graduate with more than 20 years experience in Pharma Industry.
List of Public Companies in which he hold Directorship as on 31 st March, 2004	None
Chairman / Member of the Committee of the other Public Companies on which he is a Director as on 31 st March, 2004	None

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member. A proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The relative Explanatory Statement pursuant to Section 173 (2) of the Act, with regards to the special business as set out in Item No. 4 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed on 15.11.2004 to 18.11.2004. (both days inclusive).
4. Members are requested to notify not later than 16.11.2004, to the Sharetransfer Agent / Company any change in their address, giving complete address with pincode number.
5. Members, who hold share in dematerialized form, are requested to bring their client – ID and DPID Nos. for easier identification of attendance at the meeting.
6. A member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company at least seven working days prior to meeting, so that the required information can be made available at the meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address and Bank Particulars to the Share Transfer Agents or the company and in case their shares are held in dematerialized form, the information should be passed on directly to their respective Depository participants.
8. In all correspondence with the company, members are requested to quote their account/folio numbers and in case their share are held in dematerialized form, they must quote their DPID and Client ID Number.
9. All correspondence relating to Shares should be forwarded to the Registrar & Transfer Agent at the following address:

Sharex Dynamic (India) Pvt. Ltd.

Unit I, Luthra Industrial Premises, Andheri-Kurla Road

Safed pool, Andheri (E), Mumbai 400072

Telephones: 28515606, 28515644

Fax : 28512885

Annexure to Notice**[Explanatory Statements pursuant to Section 173\(2\) of the Companies Act, 1956 :](#)**

Presently, the Registered Office of the Company is situated in Dist : Raigad within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai. However, substantial amount of the Company's operations are undertaken from Vashi, Navi Mumbai, as the Head office of the Company is situated at Vashi, Navi Mumbai. In view of the same, majority of the Company's clients and customers are located in Mumbai. Hence, with a view to facilitate better co-ordination, administration and operation and to carry on the Company's business more efficiently and profitably, it is considered that the Registered Office of the Company be shifted from Dist : Raigad, to Dist : Navi Mumbai. This would enable the Company to carry on its business more conveniently, economically and profitably and the proposed shifting of the Registered Office would also enable the Company to have proper administrative control.

In accordance with the provisions of Section 146 of the Companies Act, 1956, approval of shareholders is required for change of registered office outside the local limits of city, town or village where such office is first situated.

Your Directors recommend that the resolution be passed.

No Director of the Company shall be deemed to be concerned or interested in the resolution.

By Order of the Board of Directors

K.CHANDRAN

Director

Navi Mumbai, 15th October, 2004

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 16th Annual Report together with audited Accounts for the year ended 31st March, 2004.

FINANCIAL RESULTS :

	(Rs. in lakhs)	
	For the year ended 31-03-04	For the year ended 31-03-03
Turnover	<u>5428.89</u>	<u>2430.50</u>
Profit before interest and depreciation	581.38	418.62
Interest	169.93	254.95
Profit before depreciation & Amortisation	<u>411.45</u>	<u>163.67</u>
Depreciation & Amortisation	123.32	61.66
Profit before Tax	<u>288.13</u>	<u>102.01</u>
Provision for Tax	22.00	5.00
Deferred Tax Liability	3.12	0.00
Income Tax of earlier years write back	0.05	0.00
Net Profit after Tax	<u>263.06</u>	<u>97.01</u>
Balance brought forward from previous year	(76.88)	(173.89)
Profit (Loss) carried to Balance Sheet	<u>186.18</u>	<u>(76.88)</u>

DIVIDEND :

With a view to conserve the resources for future expansion of the business activities of your company, directors do not recommend payment of dividend for the year.

OPERATIONS :

Your directors are pleased to report improved performance this year. The Sales Turnover (net of Taxes & Duties) of the company for the year is Rs.5428.89 lakh as against Rs.2430.50 lakh in the previous year, registering an increase of 123% over the previous year. The company has earned a profit of Rs. 288.13 lakh before providing for Taxation as against the profit of Rs.102.01 lakh in the previous year, registering a growth of 182% over the previous year.

The growth in sales and margins is partly on account of inclusion of formulations business of Wander Private Limited and also on account of higher exports of the Company's products, especially to regulated markets. Exports for the year have grown by over 50% compared to the previous year. This is an endorsement of the management's direction to foray in the

export markets. The Company had in the past made efforts to upgrade its facilities to comply with stringent FDA standards in US and Europe. From these facilities the Company now sells its products to leading pharmaceutical companies spread across 40 countries including USA, Canada, Germany, UK, and other parts of Western Europe. Going forward, the Company shall be rapidly adding more products to its portfolio and building on its existing trade co-operations.

EXPANSION PROGRAMME:

The Company has already undertaken plans to expand its existing facilities to accommodate higher need for its products. The Company has invested approx. Rs. 90 lacs in its fixed assets for increasing the production capacity of Metformin at the Patalganga Plant. The Company intends to further augment its capacities for multi-product manufacturing and is considering acquisitions as an alternative to achieve this objective.

As a move towards becoming a larger integrated pharmaceutical company, your Company has diversified into the area of Formulations. During the year under review, M/s. Wander Pvt. Ltd has merged with your Company. The appointed date of merger being 1st October, 2003, the financial result of Wander Pvt. Ltd for the period 01.10.2003 to 31.03.2004 have been included in current statements. With this acquisition, your Company gets a sizeable presence in the formulations business across the country. With planned growth through new product introductions, brand extensions and brand acquisitions your Company shall leverage on the existing setup of Wander.

ABSORPTION OF TECHNOLOGY AND RESEARCH & DEVELOPMENT

Your Company has been making consistent efforts to develop process for new products. Validation batches for both Tramadol Hydrochloride (analgesic) and Promethazine Hydrochloride (antihistaminic) have been completed successfully. Technical dossiers for above products are expected to be filed in the financial year 2004-05. The Company plans to add more products to its portfolio in the area of pain and inflammation management, antihistamines and anti depressants.

DIRECTORS:

Mr. K. Chandran, Director , retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting of the Company.

AUDITORS :

M/s. V. Kannan & Associates, auditors and M/s. Kapoor & Parekh Associates, branch auditors of erstwhile Wander Pvt. Ltd., retire at the conclusion of the 16th Annual General Meeting. M/s. V. Kannan & Associates have expressed their inability to offer themselves for re-appointment. A notice has been received from a shareholder giving his intention to propose the name of M/s. Kapoor & Parekh Associates, Chartered Accountants, for appointment as the auditors of the company to hold office from conclusion of the 16th Annual General Meeting till the conclusion of the next Annual General Meeting.

DISCLOSURE OF PARTICULARS:

The information required under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is given in Annexure "A" which forms part of the Report.

There is no employee falling under the particulars of employees as required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

Management Discussion and Analysis Report

Your Company is now an integrated pharmaceutical company engaged in business of APIs as well as finished dosages. After the merger of Wander Private Limited, Wanbury's integrated business model now allows it to address several markets and revenue opportunities in parallel and mitigate risks in its overall performance. Success in a highly competitive global environment will be derived from your Company's understanding of the diverse business risks and addressing these by creation of a de-risked business model. The business model of the Company now comprises:

Manufacture and Sale of APIs

- Sales predominantly in export markets with emphasis on the regulated markets.

Sale of Formulations

- Sales of prescription formulations in domestic market across the country with emphasis on creating value through brand building.

As the product patent regime becomes imminent, the Indian Pharmaceutical industry is globalizing to sustain growth expectations. Globalisation is taking place not only in sale of finished products but also in sourcing inputs as the global industry becomes more and more competitive. Developed markets are offering a never before opportunity as a large number of molecules go off patent in these markets. The size of these markets are manifold that of India. Whilst this offers a great opportunity to Indian companies. India in turn offers a great opportunity to global players to set up their base or enter into co-operations for continuing their market advantage.

Your Company already has a presence in over 40 countries and aspires to enhance this global presence in both APIs and Formulations. The present focus, especially with regard to APIs is on generics. Your Company is developing a number of products and over 5 products are slated for filing with USFDA in FY 2004 - 2005. The Company is also enhancing its existing capacities to cater to these increased levels of demand.

Your Company is leveraging on its existing relationships with major pharmaceutical companies to export multiple products, especially to regulated markets. These markets have strong entry barriers and hence augur well for the sustainability of business in the long run. These markets not only offer opportunity to increasing revenue but also enhance margins.

Besides our own products, with planned additions to our facilities, the Company shall be embarking on co-operations for custom synthesis with global majors. This is a sunrise opportunity for India Pharmaceutical manufactures given India's inherent cost advantages and technical know-how. Global players are looking for a winning alliance with Indian players. They need to replace their pipeline of patented products or inputs for these products as they get off-patent. A number of generic companies are also entering into co-operations for developing a portfolio of off-patent products. They need potential partners in area of formulations, bulk drugs and contract research. Your Company with its quality production capabilities is building up its research base and shall be well positioned to get a clutch of these co-operations over the next few months.

The Indian pharmaceutical market size is approximately Rs. 22,000 crore. This still is less than 2% of the global pharmaceutical market. With year 2005 around the corner, the Indian industry gears up to a product patent regime. In anticipation, the competition has intensified. Growth to a number of companies is coming only from new product introductions. However, brands have resisted price declines. Your Company has focused on brands and this philosophy continues to pay off. The Company continues to grow its branded formulation presence in domestic markets. The Indian advantage is not limited to manufacturing along. A host of products launched globally are not yet available to the Indian Customers. Your Company is actively working towards leveraging on its all India presence and charged work force by

tying up with majors for in-licensing products. Your company is also contemplating spreading the business in new markets over the next few years. The Company is considering inorganic route to grow this business.

CAPACITY UTILISATION

The Company has utilized its optimum capacity during the year 2003-04. It has now planned to increase the capacity of Metformin plant and planned for multi-product plant in the existing plant at Patalganga.

ENVIRONMENT RISK

The Company has its own Effluent Treatment Plant for proper treatment of the effluent generated from the Chemical process of the Company. The Plant is being upgraded periodically to conform with the environment norms.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company's human resource strategies and training & development programmes are designed to ensure that they integrate with and support the Corporate business strategies of the Company. The relationship with the employees are very cordial.

OUTLOOK

The Company has a vision to become a Global Pharmaceutical Company with presence in both Formulation and API business.

Caution : Statements in the Management Discussion and Analysis Report describing the Company's objectives, vision and road map for the Company's growth going forward are forward looking statements and progressive within the meaning of applicable Security Law and Regulations. Actual results and actions of the of the Company may vary depending on opportunities, circumstances, economic conditions, government policies and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India has introduced a Code of Corporate Governance to be implemented by companies which are listed with Stock Exchanges. The Code is required to be implemented by your company latest by 31st March, 2003. Your company has constituted a Share Transfer Committee and also a Shareholders'/ Investors' Grievance Committee. The company discloses various information to the public through its Annual Reports, Press releases, etc. The compliance certificate from the statutory auditors is forming part of this report.

I. Company's philosophy of Code of Governance

The Company's philosophy of corporate governance envisages the high level of transparency, accountability and equity in all its dealing with shareholders, employees, Government and lenders. The company's guiding principles are focused to achieve the highest standards of corporate governance.

II. Board of Directors

The present strength of the Board of Directors is 3 whose composition is given below:

a. Composition and category:

Dr. S.P. Adarkar	Non Executive Director
Mr. K. Chandran	Director
Mr. K.R.N. Moorthy	Executive Whole-time Director

The attendance of each Director at the Board meetings, last Annual General Meeting and Number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies is as under:

Name of Director	Attendance		Directorships (excluding Directorship in Private Companies)	Committee Memberships	Committee Chairmanships
	Board Meeting	Last AGM			
Dr. S.P.Adarkar	9	Yes	11	10	3
Mr. K.Chandran	9	Yes	-	-	-
Mr. K.R.N.Moorthy	7	Yes	-	-	-

b. Board Procedure

Board members are given appropriate documents and information in advance of each Board meeting. To enable the Board to discharge its responsibilities effectively, the Executive Whole-time Director presents review of the overall company's performance.

c. Details of Board of Directors Meetings held during the year

9 Meetings of the Board of Directors were held during the year ended 31st march, 2004.

These were held on :

- | | | | |
|---------------|---------------|---------------|---------------|
| 1) 25-04-2003 | 2) 28-07-2003 | 3) 6-08-2003 | 4) 22-09-2003 |
| 5) 30-10-2003 | 6) 02-01-2004 | 7) 23-01-2004 | 8) 30-01-2004 |
| 9) 10-02-2004 | | | |

d. Remuneration Policy

In framing its remuneration policy, the Board of Directors takes into consideration the remuneration practices of companies of a size and standing similar to the company.

The Executive Directors are paid remuneration as per the Agreements entered between them and the company. These Agreements are placed for approval before the Board and such authorities as may be necessary. The remuneration structure of the Executive Directors comprises of salary, perquisites and allowances, contributions to provident fund and gratuity. The non-executive Directors do not draw any remuneration from the company except sitting fees.

Remuneration to Directors for the year ended 31st March, 2004:

Remuneration to Non-executive Directors.

Name of the Director	Sitting Fees (Rs.)
Dr. S. P.Adarkar	18,000/-
Mr. K. V. Kumar	8,000/- (Director of erstwhile WPL)
Mr. Y. R. Singh	8,000/- (Director of erstwhile WPL)

Remuneration to Executive Directors.

Name of the Director	Salary & Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
Mr.K.R.N.Moorthy	29.02 Lacs	-	29.02 Lacs
Mr.K.Chandran	18.04 Lacs	-	18.04 Lacs

III. Committees of the Board

A. Share Transfer committee

The Share Transfer Committee consists of Mr.K.Chandran, Director and Mr. K.R.N.Moorthy , Executive Whole time Director.

During the year 2003-04, 21 meetings were held.

B. Shareholders'/ Investors' Grievance Committee

The Committee consists of Mr.K.Chandran, Director and Mr. K.R.N.Moorthy, Executive Whole time Director.

The Committee looks into redressing of shareholders/ investors' complaints. During the year under review 32 complaints were received from shareholders/ Investors which were replied/ resolved to the satisfaction of the investors.

C. Compliance Officer

The Board has designated Mr. Vijayan N. Nair, General Manager (Finance) as the compliance Officer.

IV. General Body Meeting

The details of Annual General Meetings held in the last 3 years are as under:

Annual General Meeting	Day	Date	Time	Venue
13 th	Monday	10/09/2001	11.00 A.M.	Hotel Raigad Resorts, Opp.Balaji Petrol Pump, Mumbai-Pune Highway, Panvel, Dist.-Raigad.
14 th	Friday	20/09/2002	11.30 A.M.	Hotel Garden, Plot No-66, TPS-1, Panvel, Navi Mumbai- 400 206.
15 th	Thursday	04/09/2003	11.00 A.M.	Hotel Garden, Plot No.66, TPS-1, Panvel, Navi Mumbai- 410 206.

V. Disclosures

- (i) There are no materially significant transactions with the related parties viz., Promoters, Directors or the Management, their subsidiaries or relatives conflicting with company's interest.
- ii) The Company had received Notice No.A&E/599/03 dated 08/12/2003 under Rule 4(3) of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 for the alleged contravention of Regulations 6(4) (for the year 1997) and Regulation 8(3) (for the years ended 1998 to 2003) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

No other penalties or strictures have been imposed on the company by Stock Exchange or SEBI or any statutory authority or any matter related to capital markets during the last three years.

VI. Means of communication

The quarterly results of the company are sent to the Stock Exchange immediately after they are approved by the Board. These are published in leading Financial/ Non-financial newspapers viz. Economic Times and / or Free Press Journal and Nav Shakti. Wanbury has its own web-site and all vital information relating to the company and its performance, are posted on the web-site. The Company's web-site address is www.wanbury.com.

VII. General shareholders information

(A) Annual General Meeting

Date	:	18.11.2004
Time	:	11:30 a.m.
Venue	:	Riverview Hotel , Patalganga, Dist. Raigad, Maharashtra.

(B) Financial Year : 1st April to 31st March

(C) Book Closure : 15.11.2004 to 18.11.2004

(D) Listing of Shares & Other Securities

The Shares are listed on the Stock Exchange at Mumbai . The company has paid the listing fees for the year 2004-05 to this Stock Exchange.

(E) Stock Code

Trading Symbol at Stock Exchange, Mumbai	:	524212
Demat ISIN Number in NSDL & CDSL	:	INE107FO1014

(F) Market Price Data

The details of high/ low market price of the shares at the Stock Exchange, Mumbai are as under:

Year	Month	High (Rs.)	Low (Rs.)	
2003	April	7.00	5.00	
	May	7.30	5.20	
	June	8.80	5.40	
	July	13.75	8.39	
	August	21.90	11.25	
	September	18.39	14.72	
	October	20.90	14.80	
	November	21.35	16.25	
	December	52.75	22.40	
	2004	January	50.60	29.40
		February	33.50	27.05
		March	30.50	20.60

(G) Share Transfer Agents

M/s. Dynamic Superways & Exports Ltd, our erstwhile Registrar & Share Transfer Agent have entered into an agreement with M/s. Sharex (India) Pvt. Ltd for consolidation of their business. In pursuance of this agreement, Sharex (India) Pvt. Ltd has changed their name to Sharex Dynamic (India) Pvt. Ltd. The company has signed M.O.U. with M/s. Sharex Dynamic (India) Pvt. Ltd to be our Registrar & Share Transfer Agent w.e.f. 8th September, 2004. The new address of M/s. Sharex Dynamic (India) Pvt. Ltd are as follows :

Sharex Dynamic (India) Pvt. Ltd.

Branch Office :

Unit I, Luthra Industrial Premises, Andheri-Kurla Road
Safed pool, Andheri (E), Mumbai 400072
Telephones: 28515606, 28515644
Fax : 28512885

Registered Office :

17/B, Dena Bank Building, 2nd Floor
Horniman Circle, Fort, Mumbai – 400 001.
Telephones: 22702485 / 22641376 / 22702483
Fax : 22641349

(H) Share Transfer System

Shares sent for transfer in physical form are registered by our Registrar and Share Transfer Agent within 30 days of receipt of the documents, if documents are found in order. Shares under objection are returned within one week. The Share Transfer Committee meets generally twice in a month to consider the transfer request.

(I) Distribution of Shareholding

The shareholding distribution of equity shares as on 31.3.2004, (pre-merger and post-merger) is as under:

Shareholding of Nominal Value		Pre-merger				Post - merger			
		Shareholders		Equity Shares held		Shareholders		Equity Shares held	
From Rs.	To Rs.	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage
Upto 5000		13579	96.394	2015701	27.933	13887	98.587	1136535	11.981
5001	10000	308	02.186	257368	03.567	100	00.710	78096	00.823
10001	20000	100	00.710	156191	02.165	46	00.327	69522	00.733
20001	30000	27	00.192	69413	00.962	20	00.142	48239	00.509
30001	40000	19	00.135	69631	00.965	9	00.064	30750	00.324
40001	50000	15	00.106	69219	00.958	6	00.042	28023	00.295
50001	100000	20	00.142	144806	02.007	9	00.064	52765	00.556
Above	100001	19	00.135	4433807	61.443	9	00.064	8042428	84.779
Total		14087	100.000	7216136	100.00	14086	100.000	9486358	100.00

(J) Shareholding pattern

The shareholding pattern of equity shares as on 31.03.2004, (pre-merger and post-merger) is as under.

Category of Shareholders	Pre-merger		Post-merger	
	No. of Shares	Percentage	No. of Shares	Percentage
Promoters	774800	10.74	7946508	83.77
Resident Individuals	2967281	41.12	1402277	14.78
Non-Resident Individuals	1500	0.02	3708	0.04
Corporate Bodies	3472555	48.12	133865	1.41
Banks, Financial Institutions, Insurance Companies(Central/State Govt.Institutions/ Non-Govt. Institutions)	-	-	-	-
Total	7216136	100.00	9486358	100.00

(K) Dematerialisation of Shares

14.58% (1052041 shares) of total equity capital is held in dematerialised form with NSDL and 2.27% (163559 shares) of total equity capital is held in dematerialised form with CDSL as on 31.3.2004.

(L) Plant Locations

- a) M.I.D.C. Patalganga, Maharashtra
- b) M.I.D.C. Tarapur, Maharashtra

(M) Address for correspondence

Plot No.28, 1st Floor,
Kopri Road, Sector – 19C,
Vashi, Navi Mumbai- 400 703.
Maharashtra.

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER
CLAUSE 49 OF THE LISTING AGREEMENT**

TO THE MEMBERS OF WANBURY LIMITED (FORMERLY PEARL ORGANICS LIMITED).

1. We have reviewed the compliance of conditions of Corporate Governance by Wanbury Limited, (formerly Pearl Organics Limited) ("the Company") during the year ended 31st March, 2004, with the relevant records and documents maintained by the Company including a certificate from the Registrar and Share Transfer Agent, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors .
2. The compliance of conditions of Corporate Governance is the responsibility of the Management .Our review was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance . We further 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 .
3. On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement(s) with the Stock Exchanges have been complied with in all material respects by the Company.
4. The Company had received Notice No.A&E/599/03 dated 08/12/2003 under Rule 4(3) of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 for the alleged contravention of Regulations 6(4) (for the year 1997) and Regulation 8(3) (for the years ended 1998 to 2003) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. No other penalties or strictures have been imposed on the company by Stock Exchange or SEBI or any statutory authority or any matter related to capital markets during the year.

FOR V.KANNAN & ASSOCIATES.

CHARTERED ACCOUNTANTS.

V.KANNAN

PROPRIETOR.

Membership No. 35880

Mumbai, 15th October, 2004

AUDITORS' REPORT

TO THE MEMBERS OF WANBURY LIMITED (FORMERLY PEARL ORGANICS LIMITED.)

We have audited the attached Balance Sheet of **WANBURY LIMITED (formerly PEARL ORGANICS LIMITED)**, as at **31st March, 2004** and also the Profit & Loss Account for the year ended on that date, annexed thereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the management. Our responsibility is to express an opinion on these financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above we report that :

1. *No provision has been made in the accounts of erstwhile Wander Private Limited, branch of Wanbury Limited (formerly Pearl Organics Limited) for the shortfall aggregating to Rs. 89.89 Lakhs in the group gratuity fund based on the estimated actuarial valuation as at 31st March, 2004 as required by Accounting Standard 15 'Accounting for Retirement Benefits in the Financial Statements of Employers'. Had provision been made, profit before tax would have been lower by Rs. 89.89 Lakhs and with consequential impact thereof on reserves and current liabilities as at the period end.*
2. We have obtained all the information and explanation, which, to the best of our knowledge and belief , were necessary for the purpose of our audit;
3. In our opinion, *subject to para 1 above*, proper books of account as required by the law have been kept by the Company so far as appears from our examination of these books and proper returns adequate for the purposes of our audit have been received from branches not visited by us.
4. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
5. In our opinion, *subject to Para 1 above*, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the Accounting Standard referred to in sub-section (3C) of Section 21 of the Companies Act, 1956.
6. Branch Auditors' Report in respect of the erstwhile Wander Private Limited, has been forwarded to us and has been considered and relied upon by us in preparing our report.
7. On the basis of written representation received from the Directors as on 31st March, 2004 and taken on record by Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2004 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

8. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, *subject to Para 1 above*, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

(i) In the case of the Balance Sheet of the state of affairs of the company as at **31st March, 2004**;

(ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date;

and

(iii) In the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

FOR V.KANNAN & ASSOCIATES

CHARTERED ACCOUNTANTS

V. KANNAN

PROPRIETOR

Membership No. 35880

MUMBAI, 27th September, 2004

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, all the assets have not been physically verified by the Management during the year but there is a regular programme of verification which in our opinion is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanation given to us, during the year, the company has not disposed off substantial part of fixed assets.
- (ii) (a) Physical verification of inventory was conducted by the management at reasonable intervals during the year. In respect of stocks lying with third parties, most of the certificates of closing stock have been obtained from the concerned parties.
- (b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us, the company is maintaining proper records of inventory. Having regard to the size of the operations of the Company and the nature of stocks held, the discrepancies noticed on verification between physical stocks and book records were not material and have been properly dealt with in the books of account.
- (iii) (a) According to the information and explanation given to us, during the year company has not accepted any unsecured loans from parties covered in the register maintained under section 301 of the Companies Act, 1956. The company has not granted any loan to Companies covered under section 301 of the Companies Act, 1956.
- (b) According to the information and explanation given to us, in our opinion, the Company has not accepted unsecured loans

from Companies listed in the register maintained under section 301 of the Companies Act, 1956. Hence, the question of commenting on the terms and conditions , repayment of principal and interest and overdue amount of such loans does not arise.

- (iv) In our opinion and according to the information and explanation give to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the internal control procedures.
- (v) (a) Based on audit procedures applied by us, to the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Act have been so entered.

(b) In our opinion and according to the information and explanations given to us, and having regard to the fact that some of the items purchased are of special nature and suitable alternative source do not exist for obtaining comparative quotations, the transactions for purchase / sale of goods and materials, made in pursuance of contracts or arrangement entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding the value of Rs. 5,00,000/- is made at prices which are reasonable having regard to prevailing market prices as available with the company for such goods and materials, or the prices at which such transactions for similar goods and material were made with other parties.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the purview of the provisions of Section 58A and 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules 1975. We are further informed that no order has been passed by the Company Law Board intimating contravention of the said provisions.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the Order made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 in respect of its Bulk Drug activities and are of the opinion that prima facie the prescribed account and records have been maintained. We have not, however made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (ix) (a) According to the records of the Company and information and explanation given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it though there have been delays in some cases.

(b) According to the information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess were in arrears, as on 31st March, 2004 for a period of more than six months from the date they become payable except in respect of Income-Tax dues for Assessment Year 1995-96 amounting to Rs 1.46 Lakhs. The Company is in the process of paying the said amount.

(c) According to the records of the Company and the Branch, the dues in respect of sales tax, income tax, custom duty, wealth tax, excise duty and cess on account of any dispute are as follows (all in respect of the Branch) :

Nature of Statute	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	160.20	Asst. Year 1997-1998	Income Tax Appellate Tribunal
Income Tax Act	43.89	Asst. Year 1999-2000	Income Tax Appellate Tribunal

- (x) The Company does not have accumulated losses as at the end of the year and the Company has not incurred cash losses during current and the immediately preceding financial year.
- (xi) In our opinion and on the basis of information and explanations given by the management ,the Company has defaulted upto 11 days in repayment of dues aggregating to Rs. 14.40 Lakhs to bank, in respect of its Branch.
- (xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any special statute applicable to chit fund / nidhi/mutual benefit fund/ society are not applicable to the company.
- (xiv) In our opinion the Company is not dealing in or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xvi) To the best of our knowledge and belief and according to the information and explanation given to us, the term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained.
- (xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet and the Cash Flow of the Company, we report that funds raised on short-term basis have not been used for long-term purpose and vice versa.
- (xviii) The Company has made preferential allotment of shares during the year (as per point no. 3 of note to accounts).
- (xix) The Company has not issued any debentures during the year.
- (xx) During the year the Company has not raised any money by public issue.
- (xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such a case by the management.

FOR V.KANNAN & ASSOCIATES
CHARTERED ACCOUNTANTS
V. KANNAN
PROPRIETOR
Membership No. 35880

Mumbai : 27th September, 2004

BALANCE SHEET AS AT 31st MARCH, 2004

	Schedule	As at 31.03.04 (Rs. in Lakhs)	As at 31.03.03 (Rs.in Lakhs)
SOURCES OF FUNDS :			
SHARE HOLDERS FUNDS			
Share Capital	1	948.63	755.25
Reserves & Surplus	2	4,377.72	228.39
		<u>5,326.35</u>	<u>983.64</u>
LOAN FUNDS			
Secured Loans	3	2,053.59	1,756.06
Unsecured Loans	4	373.66	80.76
		<u>2,427.25</u>	<u>1,836.82</u>
DEFERRED TAX LIABILITY		234.58	-
TOTAL		<u>7,988.18</u>	<u>2,820.46</u>
APPLICATION OF FUNDS :			
FIXED ASSETS			
Gross Block	5	6,403.48	1,902.63
Less: Depreciation / Amortisation		916.79	369.08
Net Block		<u>5,486.69</u>	<u>1,533.55</u>
Add :Capital Work in Progress		109.51	-
		<u>5,596.20</u>	<u>1,533.55</u>
INVESTMENTS	6	159.00	0.03
CURRENT ASSETS			
Inventories	7	893.62	539.34
Sundry Debtors	8	1,606.87	612.01
Cash & Bank balances	9	38.76	7.16
Loans & Advances	10	872.65	409.42
		<u>3,411.90</u>	<u>1,567.93</u>
LESS: CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	11	957.33	236.76
Provisions	12	221.59	44.29
		<u>1,178.92</u>	<u>281.05</u>
Net Current Assets		<u>2,232.98</u>	<u>1,286.88</u>
TOTAL		<u>7,988.18</u>	<u>2,820.46</u>
Accounting Polices	17		
Notes to the Accounts	18		

As per our attached report of even date
For **V. KANNAN & ASSOCIATES**
Chartered Accountants
V. KANNAN
Proprietor
Mumbai, 27.09.2004

For and on behalf of the Board
Dr. S. P. ADARKAR **K. CHANDRAN** **K.R.N. MOORTHY**
Director Director Executive Wholetime Director
Navi Mumbai, 27.09.2004

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2004

	Schedule	For the Year ended 31.03.04 (Rs.in Lakhs)	For the Year ended 31.03.03 (Rs.in Lakhs)
INCOME:			
Gross Sales		5,577.79	2,513.81
Less : Excise Duty/Sales Tax		148.90	83.31
Net Sales		5,428.89	2,430.50
Other Income	13	46.37	0.55
Total Income		5,475.26	2,431.05
EXPENDITURE :			
Cost of Materials	14	2,670.19	1,250.66
Personnel Cost	15	608.06	168.57
Other Expenses	16	1,615.63	593.20
Interest		169.93	254.95
Depreciation / Amortisation		324.17	61.66
Less : Transferred from Revaluation Reserve		200.85	-
		123.32	61.66
Total Expenditure		5,187.13	2,329.04
Profit before tax		288.13	102.01
Less : Provision for taxation			
- Current Tax		22.00	5.00
- Deferred Tax		3.12	-
Add : Income Tax of earlier years written back		0.05	-
Profit after tax		263.06	97.01
Profit(Loss) brought forward from Previous Year		(76.88)	(173.89)
Profit(Loss) carried to Balance Sheet		186.18	(76.88)
Accounting Polices	17		
Notes to the Accounts	18		

As per our attached report of even date
For **V. KANNAN & ASSOCIATES**
Chartered Accountants
V. KANNAN
Proprietor
Mumbai,
Date : 27.09.2004

For and on behalf of the Board
Dr. S. P. ADARKAR **K. CHANDRAN** **K.R.N. MOORTHY**
Director Director Executive Wholtime Director

Navi Mumbai ,
Date: 27.09.2004

SCHEDULES FORMING PART OF THE ACCOUNTS

	31.03.2004 (Rs. in Lakhs)	31.03.2003 (Rs. in Lakhs)
SCHEDULE - 1		
SHARE CAPITAL :		
Authorised :		
2,00,00,000 Equity Shares of Rs. 10 each	2,000.00	2,000.00
5,00,000 2% Preference Shares of Rs. 100 each	500.00	500.00
5,00,000 5% Preference Shares of Rs. 100 each	500.00	500.00
	3,000.00	3,000.00
Issued, Subscribed and Paid Up :		
<i>(Refer Note No. 2 & 3 of Schedule 18)</i>		
19,26,250 (Pr.Yr. 38,52,500) Equity Shares of Rs. 10 each fully paid-up	192.62	385.25
Share Capital Suspence Account :		
<i>(Refer Note No. 2 of Schedule 18)</i>		
75,60,108 (Pr.Yr. NIL) Equity Shares of Rs. 10 each to be issued as fully paid up to the Equity Shareholders of erstwhile Wander Private Limited(WPL) pursuant to the Scheme of Amalgamation without payment being received in cash.	756.01	-
Share Application Money		
<i>(Pending for allotment to Wander Pvt. Ltd)</i>	-	370.00
	948.63	755.25
SCHEDULE - 2		
RESERVES & SURPLUS :		
Capital Reserve Account		
Addition during the year	360.82	-
<i>(Refer Note No. 2 of Schedule 18)</i>		
Less : Deduction on cancellation of shares held by erstwhile WPL	168.18	-
	192.64	-
Securities Premium Account		
Received during the year	33.64	-
Revaluation Reserve		
Addition during the year upon Amalgamation	4,016.90	-
Less :Amortisation during the year	200.85	-
	3,816.05	-
General Reserve		
As per last account	305.27	305.27
Add : Transfer from Amalgamation Reserve Account	75.40	-
<i>(Refer Note No. 2 of Schedule 18)</i>		
Less: Deferred Tax Liability of earlier years	231.46	-
	149.21	305.27
Amalgamation Reserve Account		
Created during the year	75.40	-
Less : Transferred to General Reserve	75.40	-
	NIL	-
Profit & Loss Account		
	186.18	(76.88)
	4,377.72	228.39

SCHEDULES FORMING PART OF THE ACCOUNTS

	31.03.2004 (Rs. in Lakhs)	31.03.2003 (Rs. in Lakhs)
SCHEDULE - 3		
<u>SECURED LOANS :</u>		
Term Loans :		
Rupee Loan	104.16	490.92
Foreign Currency Loan	854.77	583.68
	958.93	1,074.60
Working Capital Loans :		
Rupee Loan	847.17	681.46
Foreign Currency Loan	199.96	-
	1,047.13	681.46
Other Loans	47.53	-
	2,053.59	1,756.06

Notes :

1. Rupee term loan and working capital loans are secured by charge on movable properties & some of the Trade Marks & hypothecation of stocks, books debts and receivables, in addition to personal guarantee of some of the Directors of the Company.
2. Foreign Currency term loan from Bank of India is secured against mortgage of Leasehold Land, Building and Plant & Machinery at Tarapur and Patalganga.
3. Other loans are Secured by hypothecation of assets acquired against respective loans.
4. Term Loans include repayable within a year Rs. 310.00 Lakhs (Pr. Yr. Rs.206.00 lakhs)

SCHEDULE - 4

UNSECURED LOANS :

Inter Corporate Loans	121.39	80.76
Security Deposits	252.27	-
	373.66	80.76

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE - 5 FIXED ASSETS :

(Rs. in Lakhs)													
DESCRIPTION	RATE %	GROSS BLOCK (at Cost)				DEPRECIATION / AMORTISATION						NET BLOCK	
		As at 01.04.2003	Additions	Deductions	As at 31.03.2004 (1+2-3)	Upto 31.03.2003	Accumulated Dep. Of Wander as on 30.09.2003	Depreciation write back	Accumulated Depreciation on Asset Written off	For the year	Upto 31.03.2004 (5+6+7+8+9)	As at 31.03.2004 (4-10)	As at 31.03.2003 (1-5)
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Leasehold land & Land Develop. Exp.	0.00%	44.56	0.00	0.00	44.56	0.00	0.00	0.00	0.00	0.00	0.00	44.56	44.56
Brands	10.00%	370.00	4016.90	0.00	4386.90	0.00	0.00	0.00	0.00	237.85	237.85	4149.05	370.00
Factory Building	3.34%	444.88	0.74	0.00	445.62	81.43	0.00	0.00	0.00	14.87	96.29	349.33	363.45
Plant & Machinery	4.75%	1017.05	24.59	24.59	1017.05	279.73	24.25	0.00	(24.25)	48.30	328.04	689.01	737.32
Lab Equipments	4.75%	7.17	6.86	0.00	14.03	1.46	0.00	0.00	0.00	0.54	2.00	12.03	5.71
Furniture & Fixtures	6.33%	1.17	47.14	0.00	48.31	0.58	31.54	(6.72)	0.00	1.59	26.99	21.32	0.59
Vehicles	9.50%	8.35	145.91	0.00	154.25	4.79	65.73	(42.07)	0.00	7.06	35.51	118.74	3.56
Office Equipments	4.75%	1.71	0.43	0.00	2.15	0.41	0.00	0.00	0.00	0.12	0.53	1.62	1.30
Electrical Installations	4.75%	6.34	142.45	0.00	148.79	0.60	118.01	(19.06)	0.00	2.35	101.90	46.89	5.74
Computers	16.21%	1.40	86.43	0.00	87.83	0.08	57.48	(24.35)	0.00	10.31	43.52	44.31	1.32
Technical Know How	0.00%	0.00	4.43	0.00	4.43	0.00	0.00	0.00	0.00	0.00	0.00	4.43	0.00
Capital Expenditure on Scientific Resrh.	4.75%	0.00	49.56	0.00	49.56	0.00	49.24	(6.26)	0.00	1.18	44.16	5.40	0.00
Total		1902.63	4525.44	24.59	6403.48	369.08	346.25	(98.46)	(24.25)	324.17	916.79	5486.69	1533.55
Add: Capital Work in Progress												109.51	0.00
Total												5596.20	1533.55

(Refer Note No. 2 of Schedule 18)

SCHEDULES FORMING PART OF THE ACCOUNTS

	31.03.2004 (Rs. in Lakhs)	31.03.2003 (Rs. in Lakhs)
SCHEDULE - 6		
INVESTMENTS :		
LONG TERM		
Trade - Quoted :		
1800 (Pr. Yr. NIL) Equity Shares of Bank of India of Rs. 10/- each fully paid up.*	0.81	-
Trade - Unquoted :		
706 (Pr. Yr. NIL) Equity Shares of The Saraswat Co-op. Bank Ltd of Rs. 10/- each fully paid up.*	0.07	-
100 Equity Shares of The Shamrao Vithal Co-op. Bank Ltd of Rs. 25/- each fully paid up.	0.03	0.03
Non Trade - Unquoted :		
1,45,000 (Pr. Yr. NIL) Interest free Unsecured Optional Convertible Debentures of Raashi Impex Pvt. Ltd of Rs. 100/- each fully paid up.*	145.00	-
5000 (Pr. Yr. NIL) Equity Shares of Malik Organic Pvt. Ltd of Rs. 10/- each fully paid up.*	0.63	-
SHORT TERM (Non -Trade, Quoted)		
62800 (Pr. Yr. NIL) Equity Shares of Rs. 10/- each fully paid up of Pearl Organics Limited [Acquired by erstwhile Wander Pvt. Ltd (WPL) through open offer to the public, pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, since disposed off by the erstwhile WPL prior to the effective date of the scheme of Amalgamation]*	12.46	-
	159.00	0.03
* Acquired from erstwhile WPL under the scheme of Amalgamation.		
Quoted Investments : Cost	13.27	NIL
: Market Value	18.09	NIL
Unquoted Investments : Cost	145.73	0.03
SCHEDULE - 7		
INVENTORIES :		
(As taken, valued and certified by the management)		
Raw Materials	140.95	139.77
Work in Process	197.98	170.53
Finished/Traded Goods	536.69	209.79
Stores and Spares	18.00	19.25
	893.62	539.34

SCHEDULES FORMING PART OF THE ACCOUNTS

	31.03.2004 (Rs. in Lakhs)	31.03.2003 (Rs. in Lakhs)
SCHEDULE - 8		
SUNDRY DEBTORS :		
<i>(Unsecured, Considered Good)</i>		
Over six months	280.22	111.19
Other debts	1,326.65	500.82
	1,606.87	612.01
SCHEDULE - 9		
CASH & BANK BALANCES :		
Cash in Hand	11.51	3.35
With scheduled banks :		
In Current Accounts	17.17	1.22
In Deposit Accounts	10.08	2.59
	38.76	7.16
SCHEDULE - 10		
LOANS AND ADVANCES :		
<i>(Unsecured, Considered Good)</i>		
Advances recoverable in cash or in kind or for value to be received	567.82	348.69
Security & Other Deposits	154.57	21.82
Income Tax Paid	134.15	13.13
Balance with Excise & Custom Authorities	16.11	25.78
	872.65	409.42
SCHEDULE - 11		
CURRENT LIABILITIES :		
Sundry Creditors :		
- Dues of small scale industrial undertakings	137.38	-
- Others	707.87	161.27
Other Liabilities :	112.08	75.49
	957.33	236.76

SCHEDULES FORMING PART OF THE ACCOUNTS

	31.03.2004 (Rs. in Lakhs)	31.03.2003 (Rs. in Lakhs)
SCHEDULE - 12		
PROVISIONS :		
Leave Benefits	56.80	13.54
Gratuity	32.89	-
Income Tax	131.90	30.75
	221.59	44.29
SCHEDULE - 13		
OTHER INCOME :		
Insurance Claim	4.78	-
Exchange Fluctuation	20.88	0.45
Royalty Income	9.81	-
Interest from Banks	0.60	-
[Tax deducted at source Rs. Nil (Pr. Yr. Rs. Nil)]		
Interest from Others	1.90	0.06
[Tax deducted at source Rs. 0.77 lakhs (Pr. Yr. Rs. Nil)]		
Excess Provision/Credit Balances Written back	8.39	-
Miscellaneous Income	0.01	0.04
	46.37	0.55
SCHEDULE - 14		
COST OF MATERIALS :		
A) Raw & Packing Materials		
Opening Stock	139.77	32.51
Add: Purchases	2,058.31	1,388.88
	2,198.08	1,421.39
Less: Closing Stock	140.95	139.77
	2,057.13	1,281.62
B) Purchase of Traded Goods		
C) (Increase)Decrease in Inventories		
Opening Stock		
- Work in Process	170.52	144.07
- Finished/Traded Goods	209.79	205.28
- Stock of Traded Goods taken over from erstwhile WPL under the scheme of Amalgamation on 01.10.2003	241.72	-
	622.03	349.35
Closing stock		
- Work in Process	197.98	170.52
- Finished/Traded Goods	536.69	209.79
	734.67	380.31
	(112.64)	(30.96)
	2,670.19	1,250.66

SCHEDULES FORMING PART OF THE ACCOUNTS

	31.03.2004 (Rs. in Lakhs)	31.03.2003 (Rs. in Lakhs)
SCHEDULE - 15		
<u>PERSONNEL COST :</u>		
Salaries, Wages, Bonus and Allowances	526.16	158.25
Contribution to Provident and Other Funds	49.90	6.04
Staff Welfare Expenses	32.00	4.28
	<u>608.06</u>	<u>168.57</u>
SCHEDULE - 16		
<u>OTHER EXPENSES :</u>		
Processing Charges	152.14	103.05
Power & Fuel	224.32	162.51
Stores & Spares	27.36	15.55
Water Charges	13.83	7.45
Repairs & Maintenance		
- Building	6.02	2.15
- Plant & Machinery	32.28	10.86
- Other	22.81	3.17
Commission On Sales	37.69	35.34
Excise Duty	76.96	59.11
Delivery & Packing	70.68	4.95
Carriage Outward /Freight	199.30	65.41
Advertisement & Promotional Exp.	231.13	3.66
Discount	17.50	1.08
Registration & Licence Fee	8.41	4.65
Bank Charges	12.21	8.18
Breakage & Expiry	31.60	-
Office Maintenance	7.97	4.39
Rent, Rates & Taxes	37.00	4.63
Travelling & Conveyance	171.17	24.85
Postage, Telegram & Telephone	33.26	9.58
Printing & Stationery	13.76	4.57
Donation	5.51	-
Insurance	20.76	10.83
Professional Charges	75.43	11.31
Analytical Charges	6.11	4.56
Loss on Assets Discarded	0.35	-
Sundry Balance Written off	0.47	13.01
Preliminary Expenses Written off	-	3.50
Miscellaneous Expenses	79.60	14.85
	<u>1,615.63</u>	<u>593.20</u>

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE - 17

ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING :

The accounts of the Company are prepared under the historical cost convention and in accordance with applicable Accounting Standards except where otherwise stated.

b) SALES :

Sales turnover includes sale value of goods, DEPB received / receivable. Product Sales are recognised on despatch of goods.

c) FIXED ASSETS, DEPRECIATION AND AMORTISATION :

- i) Fixed Assets are stated at cost, inclusive of installation and related expenses, less accumulated depreciation.
- ii) Depreciation has been provided on straight-line method in accordance with and in the manner specified in schedule XIV of the Companies Act, 1956. Brands are amortised over a period of ten years.

d) INVESTMENTS :

Long term investments are stated at cost, less permanent diminution in value, if any. Short term investments are stated at cost or market value, whichever is lower.

e) INVENTORIES :

Raw Materials, WIP, Finished/Traded Goods and Stores & Spares are valued at lower of cost or net realisable value. Samples are valued at cost.

f) RESEARCH AND DEVELOPMENT :

Research & development expenditure of a revenue nature is charged to the revenue in the year in which it is incurred and expenditure of a capital nature is added to respective fixed assets.

g) RETIREMENT BENEFITS :

- i) The Company's contributions to the provident and superannuation funds are charged to the Profit and Loss account on an accrual basis.
- ii) Provision of leave encashment on retirement has been accrued on the basis of an actuarial valuation obtained as at year end.
- iii) In respect of the employees of the erstwhile WPL, the Company has an arrangement with the Life Insurance Corporation of India (LIC) to administer its gratuity scheme. The premiums paid/payable are debited to the Profit and Loss account on an accrual basis. In respect of other employees liability has been provided for.

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE - 18

NOTES TO ACCOUNTS

1. Contingent liabilities :

- a) Estimated amounts of contracts remaining to be executed on capital account and not provided for Rs. 12 Lakhs (Pr.Yr. Rs. Nil) net of advances.
- b) Bank Guarantees issued Rs. 37.99 Lakhs (Pr. Yr. Rs. Nil).
- c) Disputed demands by Income Tax Authorities Rs. 74.98 Lakhs (Pr. Yr. Rs. Nil).

2. The Honourable High Court of Judicature at Mumbai vide its Order dated 12th August, 2004 and sealed on 1st September, 2004, has sanctioned the Scheme of Amalgamation under section 391 to 394 and such other applicable provisions of the Companies Act, 1956, whereby Wander Private Limited (WPL), the Transferor Company, which is engaged in the business of formulations has been amalgamated with Pearl Organics Limited (POL), subsequently renamed as Wanbury Limited, the Transferee Company, which is engaged in the business of bulk drugs. Certified copy of the order of the Honourable High Court has been filed with the Registrar of Companies on 8th September, 2004, making the amalgamation effective from appointed date, i. e. 1st October, 2003. Consequent upon the said amalgamation in terms of the said scheme:

- a) The amalgamation has been accounted as per 'Pooling of Interest Method' after giving effect as mentioned in Note No. 2(b), except General Reserve amounting to Rs. 205.59 Lakhs and surplus in Profit and Loss Account amounting to Rs. 540.94 Lakhs, which have been credited to Amalgamation Reserve, as prescribed in the Scheme of Amalgamation. Had such treatment been not prescribed in the Scheme, yet the free reserves would have remained the same.
- b) In compliance with Accounting Standard (AS-14) on Accounting for Amalgamation issued by the Institute of Chartered Accountants of India, the following adjustments have been carried out so as to make it consistent with the accounting policies followed by the Transferee Company :
 - i) Depreciation in respect of assets of erstwhile WPL has been reworked based on Straight Line Method resulting into write back of excess depreciation charged in the earlier years amounting to Rs. 98.46 Lakhs.
 - ii) Balance of VRS Expense amounting to Rs. 19.45 Lakhs has been written off.
- c) Pursuant to the provisions of the Scheme, the issued and subscribed equity share capital of the Company has been restructured by effecting a reduction of Rs. 5/- per equity share in the paid-up value of Rs. 10/- per equity share and simultaneously and immediately thereafter consolidating such two reduced equity shares of Rs. 5/- each into one equity share of Rs. 10/- each and differential amount of Rs. 360.81 Lakhs arising on the restructuring of equity share capital has been credited to Capital Reserve Account.
- d) 33,63,636 equity shares (reduced to 16,81,818 equity shares after reorganisation under the Scheme of Amalgamation) of Rs. 10/- each fully paid-up held by erstwhile WPL in the capital of the Company have been cancelled pursuant to the Scheme of Amalgamation. Consequently, cost of shares amounting to Rs. 370 Lakhs to erstwhile WPL has been adjusted pursuant to the Scheme of Amalgamation as follows:

SCHEDULES FORMING PART OF THE ACCOUNTS

Against Share Capital		Rs. 168.18 Lakhs
Against Capital Reserve Account		Rs. 168.18 Lakhs
Against Amalgamation Reserve Account		Rs. 33.64 Lakhs
		Rs. 370.00 Lakhs
e) Amalgamation Reserve Account :		(Rs. in Lakhs)
Assets takeover		
Gross Fixed Assets		4,448.97
Accumulated Depreciation/Amortisation		346.25
Net Fixed Assets		4,102.72
Capital work-in-progress		18.90
Investments		516.51
Current Assets, Loans & Advances		1,770.07
Miscellaneous Expenditure		19.45
	(A)	6,427.65
Liabilities takeover		
Secured Loans		301.28
Unsecured Loans		259.30
Current Liabilities and Provisions		1,061.64
	(B)	1,622.22
Net Assets takeover	(A-B)	4,805.43
Less : Revaluation Reserve		4,016.90
		788.53
Add : Excess depreciation written-back [Refer Note No. 2 (b) (i)]		98.46
Less : Miscellaneous Expenditure written-off [Refer Note No. 2 (b) (ii)]		19.45
		867.54
Less : Purchase Consideration 75,60,108 Equity shares of Rs. 10 each at par		756.01
		111.53
Less : Balance amount upon cancellation of equity shares of POL held by erstwhile WPL		33.64
Amalgamation Expenses		2.49
		75.40
f) As per Scheme of Amalgamation 75,60,108 equity shares of Rs. 10/- each fully paid-up amounting to Rs. 756.01 Lakhs are to be allotted to the equity shareholders of erstwhile WPL. Pending allotment as on 31 st March, 2004, the said amount is shown as 'Share Capital Suspense Account'.		
g) On account of the amalgamation of erstwhile WPL with the Company appropriate effects has been given in the accounts to eliminate certain inter divisional transactions.		
h) Figures of the current year include operation of erstwhile WPL upon amalgamation and hence they are not strictly comparable with those of the previous year.		

SCHEDULES FORMING PART OF THE ACCOUNTS

- i) Amalgamation expense amounting to Rs. 2.49 Lakhs has been debited to Amalgamation Reserve Account as per the Scheme of Amalgamation. The stamp duty liability for the above amalgamation will be ascertained at the later date and the same will be provided at that time.
3. 33,63,636 Equity Shares of Rs. 10/- each fully paid up has been allotted on 22.09.2003 to erstwhile Wander Pvt. Ltd. at the premium of Re. 1/- each.
4. The Company operates solely in the pharmaceuticals segment and hence no separate disclosure for segment wise information is required.
5. The company has valued stock of samples from this year resulting in to inventory and profit before tax being higher by Rs. 36.45 Lakhs.
6. The erstwhile WPL has invested Rs.145 Lakhs in interest free Unsecured Optional Convertible Debentures of a company, which has higher accumulated losses, compared to its share capital. No provision is considered necessary for Rs.145 Lakhs in view of the long-term business relationship with this company.
7. The bifurcation between total outstanding dues of Small Scale Industrial (SSI) Undertaking and total outstanding dues of creditors other than SSI Undertakings (as disclosed in Schedule) and the name of SSI Undertakings as given below, take into account only those creditors who have responded to the enquiries made by the Company for the purpose of determining its creditors who are SSI Undertakings.

Names of the SSI Undertakings to whom the Company owed which was outstanding as at the end of the financial year are as under:

- a) Bangalore Pharmaceuticals Research Laboratory Ltd.
- b) Naxpar Lab. Pvt. Ltd.
- c) Parnax Lab Pvt. Ltd.

	31/03/04 (Rs. in Lakhs)	31/03/03 (Rs. in Lakhs)
8. Payments to / Provisions for remuneration to Directors :		
Salary & Allowances	44.66	22.94
Contribution of P.F. & Other Funds	2.40	1.82
Director's Sitting Fees*	0.34	0.16
	47.40	24.92
* Rs. 16,000/- paid to the Director's of erstwhile WPL		
9. Auditors' Remuneration :		
Audit Fees	1.85	0.20
Taxation Matters	0.05	0.05
Tax Audit Fees	0.60	0.05
Certification	0.12	0.13
Out of Pocket Expenses	0.36	0.30
Total	2.98	0.73

SCHEDULES FORMING PART OF THE ACCOUNTS

10. Details of Closing Stocks of Finished/Traded Goods :

Class of Goods	Units of Measurement	31.03.2004		31.03.2003		31.03.2002	
		Qty.	Rs. in Lakhs	Qty.	Rs. in Lakhs	Qty.	Rs. in Lakhs
Bulk Drugs	Kgs.	79984	295.23	27084	209.79	20790	205.28

Class of Goods	Units of Measurement	31.03.2004		01.10.2003*	
		Qty.	Rs. in Lakhs	Qty.	Rs. in Lakhs
Formulations:					
- Liquids	Kilo litre	45.40	90.53	60.59	112.34
- Tablets	No. in Million	11.53	100.59	13.79	85.98
- Vials	No. in Million	0.07	16.97	0.10	24.10
- Capsules	No. in Million	1.17	12.13	0.54	7.37
Processed Foods:					
- Powders	Tonne	6.07	17.10	4.15	8.35
- Liquids	Kilo litre	1.46	4.14	1.47	3.58
Total			241.46		241.72

* Taken over from erstwhile WPL as per the Scheme of Amalgamation.

11. Details of Installed Capacity and Production :

Class of Goods	Units of Measurement	Installed Capacity Quantity	Production Quantity
Bulk Drugs	MT	1400 p. a. (1100) p.a.	1781 (1167)

- Notes :
- 1) In terms of Press Note No. 4 (1994 series) dt 25.10.94 issued by the Dept of Industrial Development, Ministry of Industry, Government of India, industrial licencing has been abolished in respect of bulk drugs and formulations. Hence, there is no registered / licenced capacities for these bulk drugs and formulations.
 - 2) Production includes manufactured by others on job work basis.

SCHEDULES FORMING PART OF THE ACCOUNTS

12. Details of Purchases & Sales of Finished/Traded Goods :

Class Of Goods	Units Of Measurement	Purchases		Sales	
		Quantity	Rs. in Lakhs	Quantity	Rs. in Lakhs
Bulk Drugs :	Kgs	-	-	1742101 (1161170)	3354.31 (2305.82)
Formulations:					
- Liquids	Kilolitre	214.71	376.56	229.90	961.92
- Tablets	No. in Million	34.29	226.37	36.55	685.68
- Vials	No. in Million	0.13	24.51	0.16	50.38
- Capsules	No. in Million	2.80	27.04	2.17	83.04
Processed Foods:					
- Powders	Tonne	33.04	79.23	31.12	106.21
- Liquids	Kilolitre	3.80	11.50	3.81	18.19
Other :		-	-	-	169.16 (124.68)
TOTAL			745.21		5428.89 (2430.50)

Notes :

1. Purchase of goods for resale includes Rs. 19.51 Lakhs on account of free replacements.
2. Sales excludes free replacements / offers.
3. Includes taken over from erstwhile WPL upon amalgamation.

13. Earning in Foreign Currency :

	31-03-04 (Rs. in Lakhs)	31-03-03 (Rs. in Lakhs)
FOB Value of Exports	2255.36	1503.74
Freight, Insurance etc.	77.84	39.97

14. Expenditure in Foreign Currency :

	31-03-04 (Rs. in Lakhs)	31-03-03 (Rs. in Lakhs)
CIF value of Imports of Raw Materials	579.76	284.71
Interest	57.78	8.51
Travelling & Other Expenses	1.79	3.68

15. In accordance with Accounting Standard 22 "Accounting for Taxation on Income", issued by Institute of Chartered Accountants of India, the deferred tax amounting to Rs. 231.46 Lakhs up to 31st March, 2003 has been charged to the General Reserve. Rs. 3.12 Lakhs, being the deferred tax liability for the current year, has been charged to the Profit & Loss Account. The net deferred tax liability is on account of unabsorbed depreciation and business losses.

SCHEDULES FORMING PART OF THE ACCOUNTS

The deferred tax liabilities arising out of timing differences comprise of the following :

	31.03.2004 (Rs. in Lakhs)
Deferred Tax Liability	
- Depreciation	276.40
Deferred Tax Assets	
- Unabsorbed business loss / depreciation	41.82
Deferred Tax Liability	234.58

16. Related Party Disclosure :

A. Relationship:

Category 1 : Shareholders :

- Magnum Equifin Pvt. Ltd.
- Kohra Finance & Investment Pvt. Ltd.
- Vartula Shareshoppe Pvt. Ltd.
- Instant Securities Pvt. Ltd.
- Parasu Securities Pvt. Ltd.
- Kingsbury Investment Inc., (Shareholders of erstwhile WPL)
- Expert Chemicals (India) Pvt. Ltd. (Shareholders of erstwhile WPL)

Category 2 : Associate Company

- NIL

Category 3 : Key Management Personnel:

- Dr. S. P. Adarkar Director
- Mr. K. Chandran Director
- Mr. K. R. N. Moorthy Executive Wholetime Director
- Mr. J. Buddhiga Director (Erstwhile WPL)
- Mr. K. V. Kumar Director (Erstwhile WPL)
- Mr. Y. R. Singh Director (Erstwhile WPL)

B. Transactions carried out with related parties:

Category 1 NIL

Category 2 NIL

Category 3

- Sitting Fees Rs. 0.34 Lakhs (Pr. Yr. 0.16 Lakhs)

C. Balances due from / to the related parties :

Category 1 NIL

Category 2 NIL

Category 3 NIL

SCHEDULES FORMING PART OF THE ACCOUNTS

17. Earning Per Share :

Basis for calculation of Basic and Diluted earnings per equity share is as under :

	2003-04	2002-03
Profit after Tax	Rs. 263.06 Lakhs	Rs. 97.01 Lakhs
Present weighted average number of equity shares considered for basic EPS	94,86,358	38,52,500
Shares to be allotted to WPL	-	37,00,000
Number of Equity Shares considered for fully diluted EPS	94,86,358	75,52,500
Basic EPS	Rs. 2.77	Rs. 2.52
Fully Diluted EPS	Rs. 2.77	Rs. 1.28

18. Figures for the previous year have been recast and regrouped wherever necessary. Figures in brackets are of previous year.

As per our attached report of even date
For **V. KANNAN & ASSOCIATES**
Chartered Accountants
V. KANNAN
Proprietor
Mumbai, 27.09.2004

For and on behalf of the Board
Dr. S. P. ADARKAR **K. CHANDRAN** **K.R.N. MOORTHY**
Director Director Executive Wholetime Director

Navi Mumbai, 27.09.2004

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2004.

	31.03.2004 Rs. in Lakhs	31.03.2003 Rs. in Lakhs
A Cash Flow from Operating Activities		
Net Profit before Tax	288.13	102.01
Adjustments for		
Depreciation	123.32	61.66
Loss on Assets discarded	0.35	-
Interest charge (net)	169.93	254.95
Deferred Expenses written off	-	3.50
Operating Profit before Working Capital Changes	581.73	422.12
Adjustments for:		
Trade & other Receivables	(45.43)	(70.07)
Inventories	(112.55)	(137.98)
Trade Payables	(101.72)	57.22
Cash Generated from Operations	322.03	271.29
Interest paid (Net)	(169.93)	(254.95)
Direct Taxes Paid / Refund (Net)	(33.21)	(5.00)
Amalgamation Expenses	(2.48)	-
Net Cash Flow from Operating Activities	116.41	11.34
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(167.06)	(436.66)
Purchase of Investments	(12.46)	(0.03)
Net Cash from Investing Activities	(179.52)	(436.69)
C Cash flow from Financing Activities		
Proceeds from issue of Share Capital	-	370.00
Proceeds from promoters against Project	-	8.22
Increase (Decrease) in Borrowings	29.86	50.03
Net cash from Financing Activities	29.86	428.25
Net increase (decrease) in cash & cash equivalents	(33.25)	2.90
Cash and Cash equivalents as at the beginning of the year	7.16	4.26
Cash and Cash equivalents as at 01.10.2003 of erstwhile WPL as taken over as per the scheme of Amalgamation.	64.85	-
Cash and Cash equivalents as at the end of the year	38.76	7.16

As per our attached report of even date
For **V. KANNAN & ASSOCIATES**
Chartered Accountants
V. KANNAN
Proprietor
Mumbai, 27.09.2004

For and on behalf of the Board
Dr. S. P. ADARKAR **K. CHANDRAN** **K.R.N. MOORTHY**
Director Director Executive Wholetime Director

Navi Mumbai, 27.09.2004

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No. 4 8 4 5 5 State Code 1 1

Balance Sheet date 3 1 0 3 0 4

Date Month Year

II. Capital raised during the Year (Amount in Rs. Thousands)

<small>Public Issue</small>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> N I L	<small>Rights Issue</small>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> N I L
<small>Bonus Issue</small>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> N I L	<small>Private Placement *</small>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 7 5 6 0 1

III. Position of mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities 7 9 8 8 1 8 Total Assets 7 9 8 8 1 8

Source of Funds

Paid-up Capital <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 9 4 8 6 3	Reserves & Surplus <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 4 3 7 7 7 2
Secured Loans <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 0 5 3 5 9	Unsecured Loans <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 3 7 3 6 6

Application of Funds

Net Fixed Assets <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 5 5 9 6 2 0	Investments <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 1 5 9 0 0
Net Current Assets <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 2 3 2 9 8	Misc. Expenditure <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> N I L
Accumulated Losses <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> N I L	

IV. Performance of the Company (Amount in Rs. Thousands)

Turnover <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 5 4 2 8 8 9	Total Expenditure <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 5 1 8 7 1 3
Profit Before Tax <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 8 8 1 3	Profit After Tax <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 6 3 0 6
Earning Per Share in Rs. <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 . 7 7	Dividend Rate % <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> N I L

IV. Generic Names of Three Princial Products of Company (as per monetary terms) :

<small>Product Description</small>	<small>Item Code No. (ITC Code)</small>
M E T F O R M I N	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 9 4 2 . 0 8
S A L S A L A T E	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 2 9 4 2 . 0 8
F O R M U L A T I	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> 3 0 0 3 . 0 8
O N <input type="text"/>	

* Being issued pursuant to the Scheme of Amalgamation

WANBURY LIMITED

(Formerly Pearl Organics Limited)

Regd Office : A-15, M.I.D.C. Industrial Area, Patalganga, Dist. Raigad- 410 220.Maharashtra

PROXY FORM

Folio No . _____ No.of shares held _____

I/We _____

of _____ in the District of _____ being a

member(s) of Wanbury Limited hereby appoint Shri/ Smt. _____

_____ or failing him/her Shri./Smt. _____

_____ in the District of _____ as my / our proxy

to vote for me/us, on my/our behalf at the Sixteenth Annual General Meeting of the Company to be held on Thursday 18th November, 2004 at Riverview Hotel, Patalganga, Dist. – Raigad, Maharashtra and at any adjournment thereof.

Signed this _____ day of _____ 2004.

Affix
30 Paise
Revenue
Stamp

Signature of Member (s)

WANBURY LIMITED

(Formerly Pearl Organics Limited)

Regd Office : A-15, M.I.D.C. Industrial Area, Patalganga, Dist. Raigad- 410 220.Maharashtra

ATTENDANCE SLIP

THIS ATTENDANCE SLIP DULY FILLED IN TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member (in Block letters) _____

_____ Members's Folio Number _____

Name of the Proxy (in Block Letters, to be filled in if the Proxy attends instead of the member)

No.of shares held _____

I hereby record my presence at the Sixteenth annual General Meeting of the Company held on 18th November, 2004 at Riverview Hotel, Patalganga, Dist. – Raigad, Maharashtra .

Member's / Proxy's Signature *

* to be signed at the time of handing over this slip.

