

# JYOT GALA & ASSOCIATES

108/3276, Hira Navjeevan CHSL, Pantnagar, Ghatkopar – East, Mumbai – 400075.

## INDEPENDENT AUDITOR'S REPORT

### TO THE BOARD OF DIRECTORS OF NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED

#### Report on Standalone Financial Statements

We have audited the accompanying financial statements of **NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the period then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.





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An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018, and its loss and its cash flows for the period ended on that date.

## Emphasis of Matter

Financial Statements are prepared on a "going concern" basis as stated in Note 2(b). Our opinion is not qualified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

1. This report does not include a statement on the matters specified in Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, since in our opinion and according to the information and explanations given to us, the said Order is not applicable to the Company.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



# JYOT GALA & ASSOCIATES

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- b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

**For Jyot Gala & Associates**  
**Chartered Accountants**



**Jyot Bhavesh Gala**  
**Proprietor**

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





NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED  
BALANCE SHEET AS AT 31 MARCH 2018

| Particulars                       | Note No | As At 31 March 2018 |             | As At 31 March 2017 |             | As At 1 April 2016 |             |
|-----------------------------------|---------|---------------------|-------------|---------------------|-------------|--------------------|-------------|
|                                   |         | CNY in Thousands    | Rs in Lakhs | CNY in Thousands    | Rs in Lakhs | CNY in Thousands   | Rs in Lakhs |
| <b>I. Assets</b>                  |         |                     |             |                     |             |                    |             |
| (1) Current assets                |         |                     |             |                     |             |                    |             |
| (a) Financial Assets              |         |                     |             |                     |             |                    |             |
| (i) Cash and Cash Equivalents     | 3       | -                   | -           | 5.97                | 0.56        | 5.97               | 0.61        |
| (b) Other current assets          | 4       | -                   | -           | -                   | -           | -                  | -           |
| <b>Total</b>                      |         | -                   | -           | 5.97                | 0.56        | 5.97               | 0.61        |
| <b>II. EQUITY AND LIABILITIES</b> |         |                     |             |                     |             |                    |             |
| (1) Equity                        |         |                     |             |                     |             |                    |             |
| (a) Equity Share Capital          | 5       | 99.5                | 5.29        | 99.52               | 5.29        | 99.52              | 5.29        |
| (b) Other Equity                  | 6       | (1,943.90)          | (129.50)    | (1,936.93)          | (128.84)    | (1,936.93)         | (128.79)    |
| (2) Current Liabilities           |         |                     |             |                     |             |                    |             |
| (a) Financial Liabilities         |         |                     |             |                     |             |                    |             |
| (i) Trade Payables                | 7       | 1.00                | 0.10        | -                   | -           | -                  | -           |
| (b) Other current liabilities     | 8       | 1843.37             | 124.11      | 1,843.37            | 124.11      | 1,843.37           | 124.11      |
| <b>Total</b>                      |         | -                   | -           | 5.97                | 0.56        | 5.97               | 0.61        |

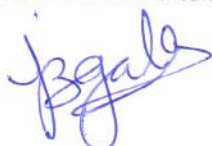
Significant Accounting Policies

1

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

As per our Attached Report of Even Date

For Jyot Gala & Associates  
Chartered Accountants



Jyot Bhavesh Gala  
Proprietor  
Mumbai, 10th April, 2018



For Ningxia Wanbury Fine Chemical Company Limited



Director





NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED  
STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2018

|                                   | Note No. | For the year ended 31.03.2018 | For the year ended 31.03.2018 | For the year ended 31.03.2017 | For the year ended 31.03.2017 |
|-----------------------------------|----------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|                                   |          | CNY in Thousands              | Rs in Lakhs                   | CNY in Thousands              | Rs in Lakhs                   |
| <b>INCOME</b>                     |          |                               |                               |                               |                               |
| Revenue From Operations           |          | -                             | -                             | -                             | -                             |
| <b>Total Revenue</b>              |          | -                             | -                             | -                             | -                             |
| <b>EXPENSES</b>                   |          |                               |                               |                               |                               |
| Other Expenses                    | 9        | 6.97                          | 0.66                          | -                             | -                             |
| <b>Total Expenses</b>             |          | 6.97                          | 0.66                          |                               |                               |
| <b>LOSS BEFORE TAX</b>            |          | (6.97)                        | (0.66)                        | -                             | -                             |
| Tax Expense                       |          | -                             | -                             | -                             | -                             |
| <b>LOSS FOR THE YEAR</b>          |          | (6.97)                        | (0.66)                        | -                             | -                             |
| Other Comprehensive Income        |          | -                             | -                             | -                             | -                             |
| <b>Total Comprehensive Income</b> |          | (6.97)                        | (0.66)                        | -                             | -                             |
| EPS (Basic and Diluted)           |          | -0.00                         | -0.00                         | -                             | -                             |

Significant Accounting Policies

1

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

For Jyot Gala & Associates

Chartered Accountants

*Jyot Gala*

Jyot Bhavesh Gala

Proprietor

Mumbai, 10th April, 2018



For Ningxia Wanbury Fine Chemical Company Limited

*Ch. L.*

Director





NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

|   | Year Ended<br>31 March 2018<br>CNY in<br>Thousands | Year Ended<br>31 March 2018<br>Rs in Lakhs | Year Ended<br>31 March 2017<br>CNY in<br>Thousands | Year Ended<br>31 March 2017<br>Rs in Lakhs |
|---|--|--|--|--|
| <b>A Cash flows from Operating Activities</b>                         |  |  |  |  |
| Net Profit/(Loss) before Tax  | -6.97  | -0.66                                      | -  | -  |
| Non-cash adjustment to reconcile profit before tax to net cash flows: |  |  |  |  |
| Depreciation  |  |  | -  | -  |
| Interest Charges  |  |  | -  | -  |
| <b>Operating Profit/(Loss) before Movements/Adjustments:</b>          | <b>(6.97)</b>                                      | <b>(0.66)</b>                              | <b>-</b>   | <b>-</b>                                   |
| Movements/Adjustments for:  |  |  |  |  |
| Decrease/(Increase) in Trade Receivable                               | -  | -  | -  | -  |
| Decrease/(Increase) in Other Non Current Non Financial advances       | -  | -  | -  | -  |
| Increase/(Decrease) in Foreign Currency Exchange Reserve              | -  | -  | -  | (0.05)                                     |
| Increase/(Decrease) in Trade Payables                                 | 1.00   | 0.10                                       | -  | -  |
| Cash Generated from/(used in) Operations.                             | <b>(5.97)</b>                                      | <b>(0.56)</b>                              | <b>-</b>   | <b>(0.05)</b>                              |
| Direct Taxes Paid (Net of Refunds)                                    |  |  |  |  |
| <b>Net Cash generated from/(used in) Operating Activities</b>         | <b>(5.97)</b>                                      | <b>(0.56)</b>                              | <b>-</b>   | <b>(0.05)</b>                              |
| <b>B Cash flows from Investing Activities</b>                         |  |  |  |  |
| Net Cash generated from/(used in) Investing Activities                | -  | -  | -  | -  |
| <b>C Cash flows from Financing Activities</b>                         |  |  |  |  |
| Interest paid   |  |  |  |  |
| Net Cash generated from/(used in) Financing Activities                | -  | -  | -  | -  |
| Net increase /(decrease) in cash & cash equivalents                   | <b>(5.97)</b>                                      | <b>(0.56)</b>                              | <b>-</b>   | <b>(0.05)</b>                              |
| Cash and Cash equivalents as at the beginning of the period           | 0.56   | 0.56                                       | 0.56   | 0.61                                       |
| Cash and Cash equivalents as at the end of the period                 | <b>-5.41</b>                                       | <b>0.00</b>                                | <b>0.56</b>  | <b>0.56</b>                                |

Figures in brackets indicates outflow.

As per our Attached Report of Even Date

For Jyot Gala & Associates

Chartered Accountants

Jyot Bhavesh Gala  
Proprietor

Mumbai, 10th April, 2018



For Ningxia Wanbury Fine Chemical Company Limited

Director



**NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED**  
**NOTES FORMING PART OF THE ACCOUNTS**

**NOTE - 1**

**SIGNIFICANT ACCOUNTING POLICIES**

**a) Basis of preparation of Financial Statements:**

The financial statements of Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. These Financial Statements are Company's first Ind AS Financial Statements and are covered by Ind AS 101, "First-time adoption of Indian Accounting Standards". For all periods up to and including the year ended 31st March 2017, Company prepared its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Previous GAAP).

**b) Use of Estimates:**

Preparation of financial statements in conformity with generally accepted accounting principles, requires estimates and assumption to be made, that affect reported amounts of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reported period. Actual results could differ from these estimates and differences between the actual results and estimates are recognized in the period in which results are known / materialized.

**c) Foreign Currency Transactions:**

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. The net gain or loss on account of exchange differences arising on settlement of foreign currency transactions are recognised as income or expenses of the period in which they arise. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported using the rate prevailing as on that date. The resultant exchange differences are recognised in the profit and loss account. Exchange difference on derivative contracts is recognised in the profit and loss account to the extent amount paid / payable under such contracts during the period.

**d) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes to accounts. Contingent assets are neither recognised nor disclosed in the financial statements.



NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED  
NOTES FORMING PART OF THE ACCOUNTS  
NOTE - 2

NOTES TO ACCOUNTS

- a) The Company operates solely in the trading segment and hence no separate disclosure for segment wise information is required.
- b) Company have prepared accounts on going-concern basis, as there is no doubt concerning its capacity to continue in the future and implying that assets will be realized and liabilities will be settled for the amounts and according to the classification that figure in the annual accounts.
- c) Share Capital is represented by 13,260 equity shares with a par value of USD 1 each.

For Jyot Gala & Associates  
Company Ltd  
Chartered Accountants



Jyot Bhavesh Gala  
Proprietor

Mumbai, 10th April, 2018



For Ningxia Wanbury Fine Chemical



Director





NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED  
NOTE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2018

3 Cash and Cash Equivalents

| Particulars                            | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 | As at 1 April 2016 |
|--|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------|
|  | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs        |
| Cash on Hand                           |                     |                     |                     |                     |                     |                    |
| Balances with Banks - Current Accounts | -                   | -                   | 5.97                | 0.56                | 5.97                | 0.61               |
|  | -                   | -                   | 5.97                | 0.56                | 5.97                | 0.61               |

4 Other Current- Non financial assets

| Particulars                  | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 | As at 1 April 2016 |
|------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------|
|                              | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs        |
| Advances                     | 1,153.78            | 115.23              | 1,153.78            | 115.23              | 1,153.78            | 115.23             |
| Other Advances               | 36.07               | 3.60                | 36.07               | 3.60                | 36.07               | 3.60               |
| Less: Provision for Advances | 1,189.85            | 118.84              | 1,189.85            | 118.84              | 1,189.85            | 118.84             |
|                              | (1,189.85)          | (118.84)            | (1,189.85)          | (118.84)            | (1,189.85)          | (118.84)           |
|                              | -                   | -                   | -                   | -                   | -                   | -                  |





5 Equity Share Capital

| Particulars                           | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 | As at 1 April 2016 |
|---------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------|
|                                       | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs        |
| <u>Authorised</u>                     |                     |                     |                     |                     |                     |                    |
| 13300 Equity Shares of USD 1 Each     | 99.82               | 5.31                | 99.82               | 5.31                | 99.82               | 5.31               |
|                                       | 99.82               | 5.31                | 99.82               | 5.31                | 99.82               | 5.31               |
| <u>Issued, Subscribed and Paid-Up</u> |                     |                     |                     |                     |                     |                    |
| 13260 Equity Shares of USD 1 Each     | 99.52               | 5.29                | 99.52               | 5.29                | 99.52               | 5.29               |
| <b>Total</b>                          | 99.52               | 5.29                | 99.52               | 5.29                | 99.52               | 5.29               |
|                                       |                     |                     |                     |                     |                     |                    |

5.1 Reconciliation of shares outstanding at the beginning and at the end of the reporting period

| Particulars                                       | Ordinary Shares<br>31.03.2018 | Ordinary Shares<br>31.03.2017 | Ordinary Shares<br>31.03.2016 |
|---|-------------------------------|-------------------------------|-------------------------------|
| Shares outstanding at the beginning of the period | 13,260                        | 13,260                        | 13,260                        |
| Shares Issued during the period                   | -                             | -                             | -                             |
| Shares bought back during the period              | -                             | -                             | -                             |
| Shares outstanding at the end of the period       | 13,260                        | 13,260                        | 13,260                        |

5.2 Details of Ordinary shareholders holding more than 5% shares in the company

| Name of Shareholder                    | As at 31 March 2018 |              | As at 31 March 2017 |              | As at 1 April 2016 |              |
|--|---------------------|--------------|---------------------|--------------|--------------------|--------------|
|  | No. of Shares held  | % of Holding | No. of Shares held  | % of Holding | No. of Shares held | % of Holding |
| Wanbury Limited India- Holding Company | 13,260              | 100.00%      | 13,260              | 100.00%      | 13,260             | 100.00%      |

5.3 Terms/Right attached to equity shares

The Company has issued only one class of equity shares having a value of USD 1 per share.



6 Other Equity

| Particulars                                      | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 | As at 1 April 2016 |
|--|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------|
|  | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs        |
| <b>A. Exchange Fluctuation Reserve</b>           | -                   | 43.56               | -                   | 43.56               | -                   | 43.61              |
| <b>B. Surplus</b>                                |                     |                     |                     |                     |                     |                    |
| Opening balance                                  | (1,936.93)          | (172.40)            | (1,936.93)          | (172.40)            | (1,836.93)          | (162.13)           |
| (+) Net Profit/(Net Loss) For the current period | (6.97)              | (0.66)              | -                   | -                   | (100.00)            | (10.27)            |
|  | (1,943.90)          | (173.06)            | (1,936.93)          | (172.40)            | (1,936.93)          | (172.40)           |
|  |                     |                     |                     |                     |                     |                    |
| <b>Total</b>                                     | (1,943.90)          | (129.50)            | (1,936.93)          | (128.84)            | (1,936.93)          | (128.79)           |

7 Current Financial Liabilities

| Particulars                 | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 | As at 1 April 2016 |
|-----------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------|
|                             | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs        |
| Trade Payables (Audit Fees) | 1                   | 0.10                |                     |                     |                     |                    |
|                             | 1.00                | 0.10                | -                   | -                   | -                   | -                  |

8 Other Current Liabilities-Other payables

| Particulars                     | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 | As at 1 April 2016 |
|---------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|--------------------|
|                                 | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs        |
| Advances received from customer | 1,843.37            | 124.11              | 1,843.37            | 124.11              | 1,843.37            | 124.11             |
|                                 | 1,843.37            | 124.11              | 1,843.37            | 124.11              | 1,843.37            | 124.11             |

NINGXIA WANBURY FINE CHEMICALS COMPANY LIMITED  
NOTE FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2018

9 Other Expenses

| Particulars                  | As at 31 March 2018 | As at 31 March 2018 | As at 31 March 2017 | As at 31 March 2017 | As at 31 March 2016 |
|------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
|                              | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    | Rs in Lakhs         | CNY in Thousands    |
| Miscellaneous expenses       | 5.97                | 0.56                | -                   | -                   | 100.00              |
| Legal & Professional charges | 1                   | 0.10                |                     |                     |                     |
|                              | 6.97                | 0.66                | -                   | -                   | 100.00              |

