



**JYOT GALA & ASSOCIATES**

**CHARTERED ACCOUNTANT**

**108/3276, Hira Navjeevan CHS,  
Pant Nagar,  
Ghatkopar (East)  
MUMBAI - 400 075**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE BOARD OF DIRECTORS OF WANBURY HOLDING BV**

#### **Report on Standalone Financial Statements**

We have audited the accompanying financial statements of **WANBURY HOLDING BV** ("the Company"), which comprise the Balance Sheet as at 31 March 2015, 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.

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







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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 2015, 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 6. 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, 2015 ("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.
  - 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.





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- 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, 28 April 2015**





**WANBURY HOLDING B V**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

BALANCE SHEET AS AT 31st MARCH, 2015		As At 31st March , 2015		As At 30th September, 2014	
Particulars	Note No	(Thousand Euros)	(Rs. in Lacs)	(Thousand Euros)	(Rs. in Lacs)
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	3	11,000.00	6,515.26	11,000.00	6,515.26
(b) Reserves and Surplus	4	(25,238.87)	(16,435.98)	(25,238.81)	(16,422.67)
<b>(2) Share application money pending allotment</b>		14,362.90	10,004.46	14,362.90	10,004.46
<b>(3) Current Liabilities</b>					
(a) Trade payables		56.11	37.88	56.11	43.88
<b>Total</b>		180.14	121.61	180.20	140.92
<b>II.Assets</b>					
<b>(1) Non-current assets</b>					
(a) Non-current investments	5	0.00	0.00	0.00	0.00
(b) Long term loans and advances	6	179.34	121.08	179.34	140.26
<b>(2) Current assets</b>					
(a) Cash and Bank Balances	7	0.80	0.54	0.85	0.67
<b>Total</b>		180.14	121.61	180.20	140.92

**Significant Accounting Policies**

1

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

As per our Attached Report of Even Date

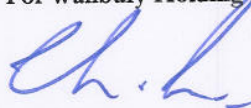
For Jyot Gala & Associates  
Chartered Accountants



Jyot Bhavesh Gala  
Proprietor  
Mumbai, 28th April, 2015



For Wanbury Holding B V



Director

**WANBURY HOLDING BV**
**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2015**

Particulars	Note No.	For the Period ended 31.03.2015 (Thousand Euros)	For the Period ended 31.03.2015 (Rs. in Lacs)	For the Period ended 30.09.2014 (Thousand Euros)	For the Period ended 30.09.2014 (Rs. in Lacs)
<b>INCOME</b>					
Revenue From Operations		-	-	-	-
<b>Total Revenue</b>		-	-	-	-
<b>EXPENDITURE</b>					
Finance Cost		0.06	0.04	-	-
Other Expenses	8	-	-	70.08	51.77
Prov. for Doubtful Debts & Prov. for Diminution in value of Investments	9	-	-	24,065.72	18,737.57
<b>Total Expenditure</b>		<b>0.06</b>	<b>0.04</b>	<b>24,135.79</b>	<b>18,789.34</b>
<b>LOSS BEFORE TAX</b>		<b>(0.06)</b>	<b>(0.04)</b>	<b>(24,135.79)</b>	<b>(18,789.34)</b>
Tax Expense					
- Current Tax		-	-	-	-
<b>LOSS FOR THE YEAR</b>		<b>(0.06)</b>	<b>(0.04)</b>	<b>(24,135.79)</b>	<b>(18,789.34)</b>

**Significant Accounting Policies**
**1**

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

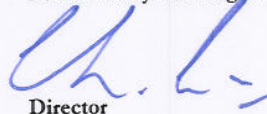
As per our Attached Report of Even Date

For Jyot Gala & Associates  
Chartered Accountants



Jyot Bhavesh Gala  
Proprietor  
Mumbai, 28th April, 2015


For Wanbury Holding B V

  
Director

## CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2015

	Period Ended 31 March 2015 Thousand Euros	Period Ended 31 March 2015 ₹ In Lacs	Period Ended 30 September 2014 Thousand Euros	Period Ended 30 September 2014 ₹ In Lacs
<b>A Cash flows from Operating Activities</b>				
Net Profit/(Loss) before Tax	(0.06)	(0.04)	(24,135.79)	(18,789.34)
Non-cash adjustment to reconcile profit before tax to net cash flows:				
Interest Charges				
<b>Operating Profit/(Loss) before Movements/Adjustments:</b>	<b>(0.06)</b>	<b>(0.04)</b>	<b>(24,135.79)</b>	<b>(18,789.34)</b>
Movements/Adjustments for:				
Decrease/(Increase) in Long term loans and advances	-	19.18	18,515.74	12,828.51
Increase/(Decrease) in Foreign Currency Exchange Reserve	-	-13.28	-	1,308.91
Increase in Share Application Pending Allotment	-	-	5,594.39	4,629.11
Increase/(Decrease) in Trade Payables	0.00	(6.00)	26.38	23.39
Cash Generated from/(used in) Operations.	(0.06)	(0.14)	0.72	0.57
Direct Taxes Paid (Net of Refunds)				
<b>Net Cash generated from/(used in) Operating Activities</b>	<b>(0.06)</b>	<b>(0.14)</b>	<b>0.72</b>	<b>0.57</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	(0.06)	(0.14)	0.72	0.57
Cash and Cash equivalents as at the beginning of the year	0.85	0.67	0.13	0.09
Cash and Cash equivalents as at the end of the year	0.80	0.54	0.85	0.67

Figures in brackets indicates outflow.

For Jyot Gala & Associates  
Chartered AccountantsJyot Bhavesh Gala  
Proprietor  
Mumbai, 28th April, 2015

For and on behalf of the Board

Director



**WANBURY HOLDING BV**
**3 Share Capital**

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
<b>Authorised</b>				
12,500 Preference shares of `Euro 1000/- each	12,500.00	7,414.51	12,500.00	7,414.51
12,500 Ordinary shares of `Euro 1000/- each	12,500.00	7,388.16	12,500.00	7,388.16
	<b>25,000.00</b>	<b>14,802.67</b>	<b>25,000.00</b>	<b>14,802.67</b>
<b>Issued, Subscribed and Paid-Up</b>				
6,489 Ordinary Shares of Euro 1000 each.	6,489.00	3,849.02	6,489.00	3,849.02
4,511 Preference Shares of Euro 1000 each	4,511.00	2,666.24	4,511.00	2,666.24
<b>Total</b>	<b>11,000.00</b>	<b>6,515.26</b>	<b>11,000.00</b>	<b>6,515.26</b>

**3.1 Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

Particulars	31.03.2015		30.09.2014	
	Ordinary Shares	Preference Shares	Ordinary Shares	Preference Shares
Shares outstanding at the beginning of the period	6,489	4,511	6,489	4,511
Shares Issued during the period	-	-	-	-
Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	6,489	4,511	6,489	4,511

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

Name of Shareholder	As at 31 March 2015		As at 30 September 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Wanbury Limited India, the Holding Company	6,489	100.00%	6,489	100.00%

**3.3 Details of Preference shareholders holding more than 5% shares in the company**

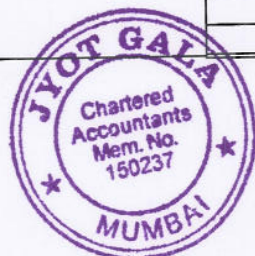
Name of Shareholder	As at 31 March 2015		As at 30 September 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Export Import Bank of India	4,511	100.00%	4,511	100.00%

**3.4 Terms/Right attached to equity shares**

The Company has issued 6489 equity shares having a value of Euro 1000 per share and 4511 preference shares having a value of Euro 1000 per share.

**4 Reserves & Surplus**

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
<b>a. Exchange Fluctuation Reserve</b>				
Balance as per last Balance Sheet		3,070.23		3,083.51
<b>b. Surplus</b>				
Opening balance	(25,238.81)	(19,506.18)	(1,103.02)	(716.84)
(+) Net Profit/(Net Loss) For the current period	(0.06)	(0.04)	(24,135.79)	(18,789.34)
	<b>(25,238.87)</b>	<b>(19,506.22)</b>	<b>(25,238.81)</b>	<b>(19,506.18)</b>
<b>Total</b>	<b>(25,238.87)</b>	<b>(16,435.98)</b>	<b>(25,238.81)</b>	<b>(16,422.67)</b>



# WANBURY HOLDING BV

## 5 Non Current Investments

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
<b>Non Current Investments - At Cost</b>				
<b>Trade Investments</b>				
<b>Unquoted</b>				
Investment in Equity instruments of Subsidiary				
1000 Shares of Euro 60 each of Cantabria Pharma S.L., Spain fully paid up	594.00	381.28	594.00	381.28
Less:- Prov. for Diminution in value of Investments	594.00	381.28	594.00	381.28
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

## 6 Long Term Loans & Advances

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
<b>Unsecured, considered doubtful</b>				
Profit Participative Loan given to Cantabria Pharma S.L.	23,471.72	18,356.29	23,471.72	18,356.29
Prepayments	179.34	121.08	179.34	140.26
	23,651.06	18,477.37	23,651.06	18,496.55
Less:- Prov. for Doubtful Debts	23,471.72	18,356.29	23,471.72	18,356.29
	<b>179.34</b>	<b>121.08</b>	<b>179.34</b>	<b>140.26</b>

## 7 Cash and Bank Balances

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
<u>Cash &amp; Cash Equivalents</u>				
Balances with Banks	0.80	0.54	0.85	0.67
	<b>0.80</b>	<b>0.54</b>	<b>0.85</b>	<b>0.67</b>

## 8 Other Expenses

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
Legal & Professional Charges	-	-	69.04	51.00
Miscellaneous Expenses	-	-	1.04	0.77
	-	-	<b>70.08</b>	<b>51.77</b>

## 9 Prov. for Doubtful Debts & Prov. for Diminution in value of Investments

Particulars	As at 31 March 2015	As at 31 March 2015	As at 30 September 2014	As at 30 September 2014
	Thousand Euro	Rs. in Lacs	Thousand Euro	Rs. in Lacs
Prov. for Diminution in value of Investments	-	-	594.00	381.28
Prov. for Doubtful Debts	-	-	23,471.72	18,356.29
	-	-	<b>24,065.72</b>	<b>18,737.57</b>





**WANBURY HOLDING BV**

**NOTES FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED 31<sup>st</sup>  
MARCH 2015**

**NOTE - 1**

**SIGNIFICANT ACCOUNTING POLICIES**

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

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) which continue to apply as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, and other recognised accounting practices and policies generally accepted in India. The financial statements have been prepared on an accrual basis and under the historical cost convention unless otherwise specified. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise specified.

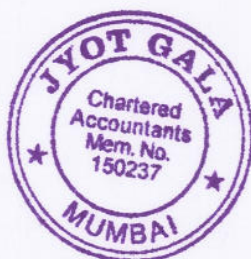
**b) Use of Estimates:**

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 year. Actual results could differ from these estimates and differences between the actual results and estimates are recognized in the year in which results are known / materialized.

**c) Investments :**

Long term investments are stated at cost of acquisition unless there is permanent fall in their realization value which is provided for.

Investments in foreign currency are stated at cost by converting at exchange rate prevailing, at the time of acquisition/remittance.



**WANBURY HOLDING BV**

**NOTES FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED**

**31<sup>st</sup> MARCH 2015**

**d) Foreign Currency Transactions:**

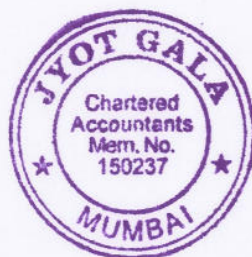
Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction.

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.

**e) 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.





**WANBURY HOLDING BV****NOTES FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED 31<sup>st</sup>  
MARCH 2015****NOTE - 2****NOTES TO ACCOUNTS****1. Contingent liabilities:**

a) Contingent Liability Nil

2. The Company has invested Rs. 381.28 Lacs and given profit participative loan to Cantabria Pharma S.L. of Rs 18,356.29 Lacs ("CP"). CP has incurred losses and suffered significant erosion of net worth.

The Company has made a provision of Rs. 381.28 Lacs and Rs. 18356.29 Lacs respectively in the books as on 30 September 2014.

**3. Earnings Per Share:**

Calculation of basic and diluted earnings per share is as under:

Particulars	31.03.2015	30.09.2014
Profit/ (loss) after Tax - Thousand Euros	(0.06)	(24,135.79)
Profit/ (loss) after Tax - Rs. In Lacs	(0.04)	(18,789.34)
Weighted Average Number of Shares	6,489	6,489
Nominal value of Equity Shares in Euro	1000.00	1000.00
Earning / (Deficit) Per Share (Basic & Diluted) in Euro	(0.01)	(3,719.49)
Earning / (Deficit) Per Share (Basic & Diluted) in Rs.	(0.64)	(2,89,556.79)

**4. Related Party Disclosure: (With whom the transactions have taken place)****A. Relationship:****Category 1: Holding Company-**

- Wanbury Limited

**Category 2: Subsidiary Company-**

- Cantabria Pharma S. L. (Spain)



**WANBURY HOLDING BV**

**NOTES FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED 31<sup>st</sup>  
MARCH 2015**

**B. Transactions carried out with related parties:**

**(Rs. In Lacs)**

Sr. No	Transactions	Related Party Relation	31.03.15	30.09.14
1)	<b>Advance for Investment received</b>			
	Wanbury Limited	Holding Company	Nil	124.10 (Euro 1.53 Lacs)
2)	<b>Loan transferred from</b>			
	Wanbury Limited	Holding Company	Nil	4,505.00 (Euro 54.42 Lacs)
3)	<b>Provision for Diminution in value of Investments</b>			
	Cantabria Pharma	Subsidiary Company	Nil	381.28 (Euro 5.94 Lacs)
4)	<b>Provision for Doubtful Debts</b>			
	Cantabria Pharma	Subsidiary Company	Nil	18,356.29 (Euro 234.72 Lacs)

**C. Balances due from/to related parties:**

**(Rs. in Lacs)**

Sr. No.	Particulars	Related party Relation	31.03.15	30.09.14
1)	<b>Share Application Money Received</b>			
	Wanbury Limited	Holding Company	10,004.46 (Euro 143.63 Lacs)	10,004.46 (Euro 143.63 Lacs)





5. The accounts of this subsidiary has been prepared for the consolidation purpose.
6. Net-worth of the Wanbury Holding BV as at 31 March 2015 is negative. The management is of opinion that operations of the company will continue without interruption. Hence, financial statements are prepared on a "going concern" basis.
7. Figures for the previous period have been recast and regrouped wherever necessary.

For Jyot Gala & Associates

Chartered Accountants



Jyot Bhavesh Gala

Proprietor

Mumbai, 28th April, 2015

For Wanbury Holding BV



Director