



Catalysing better tomorrows.....

VASUNDHARA RASAYANS LIMITED

Annual Report 2008-09

VASUNDHARA RASAYANS LIMITED

SHRI. PRAKASH CHAND JAIN
SHRI. SANJAY KUMAR JAIN
SHRI. SUNIL KUMAR JAIN
SHRI. R/ JESH POKERNA
SHRI. RAJESH KUMAR JAIN
SHRI. PRAVIN P. MAJMUMDAR
SHRI. RAJIV PRITIDAS KAKODKAR
SHRI. Dr. PARAG ASHOK SHARMA
SHRI. RAJA JAIN
SHRI. SUJIT KUMAR JAIN

MANAGING DIRECTOR
EXECUTIVE DIRECTOR
WHOLE TIME DIRECTOR
WHOLE TIME DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

BANKERS

STATE BANK OF INDIA
DADAR BRANCH, MUMBAI

AUDITORS

M/S. AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES
12, Waterloo Street
KOLKATA - 700 069

REGISTERED OFFICE

SHED NO.42, PHASE II, IDA,
MALLAPUR,
HYDERABAD-500 076.

FACTORY

C-104, MIDC Industrial Area
Mahad, (Dist. Raigad)
MAHARASHTRA.

REGISTRAR & SHARE TRANSFER AGENT

CIL SECURITIES LTD
214 Raghavaratna Towers
Chirag Ali Lane, Abids
HYDERABAD-500001

VASUNDHARA RASAYANS LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN THAT the 22nd Annual General Meeting of the Members of VASUNDHARA RASAYANS LIMITED will be held at its Registered Office of the company at Shed No.42, Phase II, IDA, Mallapur, Hyderabad – 500 076 on Wednesday, 30th day of September, 2009 at 11.30 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Shri Parag Ashok Sharma who retires by rotation, and is eligible for reappointment.
3. To appoint Auditors to hold the Office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

AS SPECIAL BUSINESS:

4. To Consider and if deemed fit to pass with or without any modification(s) the following resolution as Ordinary resolution:

"Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act 1956 read with Schedule XIII thereto, consent of the shareholders of the Company, be and is hereby accorded to the payment of remuneration to Shri. Prakash Chand Jain, Managing Director with effect from 1st April, 2008 at Rs.40,000.p.m."

5. To Consider and if deemed fit to pass with or without any modification(s) the following resolution as Ordinary resolution:

"Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act 1956 read with Schedule XIII thereto, consent of the shareholders of the Company, be and is hereby accorded to the payment of remuneration to Shri. Sanjay Kumar Jain, Executive Director with effect from 1st April, 2008 at Rs.10,000.p.m."

6. To Consider and if deemed fit to pass with or without any modification(s) the following resolution as Ordinary resolution:

“Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act 1956 read with Schedule XIII thereto, consent of the shareholders of the Company, be and is hereby accorded to the appointment of Shri Sunil Kumar Jain as Whole Time Director for a period of five years with effect from 1st April, 2008 and payment of remuneration of Rs.25,000 p.m to him.”

7. To Consider and if deemed fit to pass with or without any modification(s) the following resolution as Ordinary resolution:

“Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act 1956 read with Schedule XIII thereto, consent of the shareholders of the Company, be and is hereby accorded to the appointment of Shri Rajesh Pokerna as Whole Time Director for a period of five years with effect from 1st April, 2008 and payment of remuneration of Rs.50,000 p.m to him.”

REGISTERED OFFICE

Shed No.42, Phase II, IDA,
Mallapur,
Hyderabad - 500 076,
Andhra Pradesh.

BY ORDER OF THE BOARD OF DIRECTORS

(PRAKASH CHAND JAIN)
Managing Director

Dated this 2nd day of Sept, 2009.

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself and a proxy need not be a member of the Company. The proxies in order to be effective must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. The register of members and share transfer book of the Company will remain closed from 23.09.2009 to 26.09.2009 (both days inclusive).
3. Members are requested to:
 - i) Intimate change, if any, in their registered addresses at an early date.
 - ii) Quote Investor Registration No./Counter Receipt No./Regd.Folio No. in all their correspondence.
 - iii) Bring their copies of the Annual Reports and the Attendance Slips with them at the Annual General Meeting.
 - iv) Write to the Company's Registrars & Share Transfer Agents, M/s CIL Securities Ltd enclosing their share certificates for consolidation into one folio for better services, if they have more than one folio in identical order of name(s).

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 4**

The Board of Directors in its meeting held on 01.04.2008 have considered payment of remuneration to Shri Prakash Chand Jain, Managing Director of the Company for taking active part in the day-to-day affairs of the Company, subject however to the ratification and approval of the shareholders of the Company in the ensuing general meeting.

Your Directors recommend the Resolution for approval.

None of the Directors of the Company except Shri Prakash Chand Jain is concerned or interested in the Resolution.

ITEM NO. 5

The Board of Directors in its meeting held on 01.04.2008 have considered payment of remuneration to Shri Sanjay Kumar Jain, Executive Director of the Company for taking active part in the day-to-day affairs of the Company, subject however to the ratification and approval of the shareholders of the Company in the ensuing general meeting.

Your Directors recommend the Resolution for approval.

None of the Directors of the Company except Shri Sanjay Kumar Jain is concerned or interested in the Resolution.

ITEM NO. 6

The Board of Directors in its meeting held on 01.04.2008 have considered appointment of Shri Sunil Kumar Jain as Whole Time Director of the Company for taking active part in the day-to-day affairs of the Company and payment of remuneration to him, subject however to the ratification and approval of the shareholders of the Company in the ensuing general meeting.

Your Directors recommend the Resolution for approval.

None of the Directors of the Company except Shri Sunil Kumar Jain is concerned or interested in the Resolution.

ITEM NO. 7

The Board of Directors in its meeting held on 01.04.2008 have considered appointment of Shri Rajesh Pokerna as Whole Time Director of the Company for taking active part in the day-to-day affairs of the Company and payment of remuneration to him, subject however to the ratification and approval of the shareholders of the Company in the ensuing general meeting.

Your Directors recommend the Resolution for approval.

None of the Directors of the Company except Shri Rajesh Pokerna is concerned or interested in the Resolution.

REGISTERED OFFICE

Shed No.42, Phase II, IDA,
Mallapur,
Hyderabad - 500 076,
Andhra Pradesh.

BY ORDER OF THE BOARD OF DIRECTORS

(PRAKASH CHAND JAIN)
Managing Director

Dated this 2nd day of Sept, 2009.

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 22nd Annual Report and Audited Accounts of your Company for the year ended 31st March, 2009.

1. YOUR COMPANY'S SUMMARISED FINANCIAL RESULTS ARE AS UNDER:

(Rupees in thousands)

	CURRENT YEAR ENDED 31.03.2009	PREVIOUS YEAR ENDED 31.3.2008
Turnover	157127	84446
Other Income	2465	1078
Gross Profit/(Loss) before interest, depreciation & taxation	18699	8150
Interest	2177	2682
Profit before Depreciation & taxation	16522	5468
Depreciation	5193	5167
Profit/(Loss) before Taxation	11328	301
Provision for Taxation (Including Provision for Fringe benefit Tax Previous Year)	2179	(38)
Deferred tax	881	(749)
Proposed Dividend	3178	
Tax on Proposed Dividend	.540	
Net Profit after Taxation	4550	(486)

2. OPERATIONS

During the year under review the turnover of the Company Rs. 1571.27 Lacs in comparison to the previous year's figure at Rs. 844.46 Lacs.

The company has achieved net profit after tax and dividend which is reported at Rs. 4550 lacs in comparison to loss of Rs. 4.86 lacs in the previous year. The company has been trying hard to reduce the interest and other costs and to get more profits. In future after adopting all cost cutting measures and by improving its overall sales the company is hopeful of performing much better and improves its profitability accordingly.

3. DIVIDEND

Your Directors are proposed 10% dividend during the year.

4. FINANCIAL ACTIVITIES

Even though the company needs more working capital to meet with the production and supply against orders in hand, the company is managing with its present level of working capital facilities.

5. DIRECTORS

In accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company Shri Parag Ashok Sharma, Director, retires by rotation at the ensuing Annual General Meeting of your Company and being eligible, offers himself for re-appointment.

6. AUDITORS

M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting. The Auditors have furnished a certificate, under section 224(1) of the Companies Act, 1956, of their eligibility for re-appointment, therefore Your Directors recommend M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants for appointment as your Company's Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

7. CORPORATE GOVERNANCE

Your Company is committed to business integrity, high ethical values and professionalism in all its activities. As an essential part of this commitment, the Board of Directors support high standards in corporate governance. A separate report on Corporate Governance along with the certificate of the Auditors, M/s Agarwal, Gupta Nokari & Rustagi Associates, confirming compliance of the conditions of corporate governance, as stipulated under clause 49 of Listing Agreements entered into with the Stock Exchanges is annexed.

8. DEPOSITS

During the year under review, your Company has not accepted any deposits.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

Additional information on conservation of Energy, Technology absorption and foreign exchange earnings and outgo as required to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is set out in Annexure and forms part of this report.

10. PARTICULARS OF EMPLOYEES

None of the employees is drawing remuneration in excess of the ceiling laid down under the provision of Section 217 (2) (A) of the Companies Act, 1956 as amended read with the Companies (particulars of Employees) Rules, 1975.

11. DIRECTORS RESPONSIBILITY STATEMENT

In compliance of recently introduced Section 217 (2AA) in the Companies Act, 1956, your Directors state that:

- i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii) That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state-of-affairs of the Company as at 31st March, 2009 and of the loss of the Company for the year ended on that date;
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Annual Accounts have been prepared on a going concern basis.

12. ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere thanks and gratitude to the State Bank of India for their continued assistance and co-operation, and the customers for their continued support and patronage.

For and on behalf of Board of Directors

Report

junction

PRAKASH CHAND JAIN

Managing Director

Place: Secunderabad

Date :- 2nd Sept, 2009.

ANNEXURE TO THE DIRECTOR'S REPORT

Information under Section 217(i)(e) of Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report for the year ended 31st March, 2009.

A. CONSERVATION OF ENERGY

The basic engineering design of the Plant is based on optimum consumption and provision has been made to conserve energy to the maximum possible extent which would reduce the liability on energy bills.

B. TECHNOLOGY ABSORPTION**i) RESEARCH AND DEVELOPMENT**

1. Specific areas in which R&D carried out by the Company:
Improvement and up gradation in quality, productivity and process efficiency, Development of new applications for utilization of our products and development of new products.
2. Benefits derived as a result of the above R&D:
Improvement in quality of products, production efficiency and wider application of products manufactured by the Company.
3. R & D Expenditure:

a) Capital	NIL
b) Recurring expenditure	NIL
4. Future plan of action:
Improvement in quality of products and process, production efficiency, better product mix, reduction in power and fuel consumption and wider application of the products manufactured by the Company.

ii) TECHNOLOGY ABSORPTION, ADAPTATION AND INTIMATION

For the Company's existing product line there is no technical collaboration.

C. FOREIGN EXCHANGE EARNINGS AND OUT GO

Outgo: Rs. NIL

Earnings: Rs. 9,15,26,879

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Corporate Governance:

Vasundhara Rasayans Limited is committed to business integrity and high ethical values. The Company firmly believes in good corporate governance as implementation of the principles of Corporate Governance would encourage the process of collective thinking and bring about professionalisation of corporate management. It would also partially decentralise the responsibility of decision-making. All stakeholders, including shareholders, employees, creditors, customers, suppliers, Government and public at large will benefit by the transparency in and professionalisation of corporate management.

2. Board of Directors:

Composition of the Board

The total strength of the Board is Ten.

Directors' Attendance record and directorship

Sl. No.	Name of the Director	Promoter/ Executive/ Independent/ Nominee	No. of Board meetings during the year		Attendance at the last AGM	No. of Director ships of other Companies.	Member/ Chairman of committees other than the Company.
			Held	Attended			
1	Shri.Prakash Chand Jain	C & M.D.	12	12	No	4	-
2	Shri.Sanjay Kumar Jain	E.DIRECTOR	12	10	Yes	2	-
3	Shri.Sunil Kumar Jain	Whole Time DIRECTOR	12	12	Yes	3	-
4	Shri.Rajesh Pokerna	Whole Time DIRECTOR	12	12	Yes	2	-
5	Shri.Rajesh Kumar Jain	DIRECTOR	12	2	No	2	-
6	Shri.PravinPMajmumdar	DIRECTOR	12	1	No	-	-
7	Shri. Rajiv Pritidas Kakodkar	DIRECTOR	12	2	No	-	-
8	Dr. Parag Ashok Sharma	DIRECTOR	12	2	No	-	-
9	Shri. Raja Jain	DIRECTOR	12	7	Yes	-	-
10	Shri. Sujit Kumar Jain	DIRECTOR	12	8	Yes	-	-