

BOARD OF DIRECTORS

SHRI. PRAKASH CHAND JAIN
SHRI. SANJAY KUMAR JAIN
SHRI. SUNIL KUMAR JAIN
SHRI. RAJESH POKERNA
SHRI. RAJESH KUMAR JAIN
SHRI. PRAVIN P. MAJUMDAR
SHRI. RAJIV PRITIDAS KAKODKAR
Dr. PARAG ASHOK SHARMA

MANAGING DIRECTOR
EXECUTIVE DIRECTOR
WHOLE TIME DIRECTOR
WHOLE TIME 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.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 27th 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 Saturday, 27th day of September, 2014 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, 2014 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 Dr.Parag Ashok Sharma (Din No.01682643) , who retires by rotation, and is eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 M/s.Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, Registration No.310041E, Kolkatta, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of the meeting for a period of 3 years subject to ratification by the members at every annual general meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ended March 31st, 2015.”

4. To decide and declare dividend for the financial year 2013-2014.

AS SPECIAL BUSINESS:

5. To consider and if thought 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, but subject to ratification and approval of the shareholders of the Company in the ensuing General Meeting, consent be and is hereby accorded to the revision of remuneration of Shri.Rajesh Pokerna, Whole Time Director of the Company w.e.f 01.04.2014 with payment of remuneration of Rs.75000.00/-p.m to him.”

REGISTERED OFFICE

Shed No.42, Phase II, IDA,
Mallapur, Hyderabad - 500 076,
Telangana State.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
(PRAKASH CHAND JAIN)
MANAGING DIRECTOR

Sd/-
(RAJESH POKERNA)
WHOLE TIME DIRECTOR

Dated this 22nd AUGUST, 2014

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 Tuesday 23rd September, 2014 to Saturday 27th, 2014 (both days inclusive).
3. Explanatory Statement as required under section 102 of the companies in respect of special business is annexed hereto.
4. Members holding shares in electronic form are hereby informed that bank particulars registered against respective depository accounts will be used by the company for payment of dividend. The company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Particulars of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company 's RTA Viz, CIL Securities Ltd, Regd. Office: 214, Raghava Ratna Towers, Chiragali Lane, Hyderabad-500001 by enclosing a photocopy of blank cancelled cheque of your bank account.
5. M/s.CIL Securities Limited, Regd. Office: 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad-500001, is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of members may be communicated to them.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
7. Pursuant to Section 124 of the Companies Act, 2013, Dividend for the financial year ended 2008-09, 2009, 2010, 2010-2011, 2011-12 , 2012-2013 which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund Established by the Central Government. The members who have not en-cashed the Dividend Warrants so far the financial years ended 31.3.2009, 31.3.2010, 31.3.2011,31.3.2012, 31.3.2013 are requested to make their claim to the company at its Registered office. It may also be noted that once the Unclaimed Dividend is transferred to the Investor Education and Protection Fund, no claim lie in respect thereof."
8. Electronically copy of the Annual Report for 2014 is being sent to all the members whose email ids are registered with the company/Depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

9. Members may also note that the Notice of the 27th Annual General Meeting and Annual Report for 2014 will also be available on the Company's website: www.vasundhararasayans.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send request to the Company's investor email id: info@vasundhararasayans.in.
10. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
11. **Voting through electronic means:**
- In compliance with provisions of Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository services(India) Limited (CDSL).
12. The Company has appointed Ms.Rakhi Agarwal, Practicing Company Secretary as scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

EXPLANATORY STATEMENT - IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As the members are aware, we have enhanced the remuneration payable to Shri.Rajesh Pokerna, Whole Time Director (Din.No. 00117365) w.e.f. 01.04.2014 as mentioned in the Notice, and the remuneration is recommended by Remuneration Committee and approved by the Board in its meeting on 31.03.2014.

It is proposed to seek the Members approval for the said revision of remuneration payable to Shri.Rajesh Pokerna, Whole Time Director, in terms of applicable provisions of Companies Act. 2013. None of the Directors except Shri.Rajesh Pokerna and his relatives are in any way concerned or interested financial or otherwise, in the resolution set out at the Item No.5 to the Notice.

REGISTERED OFFICE

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Telangana State.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
(PRAKASH CHAND JAIN)
MANAGING DIRECTOR

Sd/-
(RAJESH POKERNA)
WHOLE TIME DIRECTOR

Dated this 22.08.2014

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

The voting period begins on Thursday, September 25, 2014 at 10.a.m and ends on Friday, September 26, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off- date August 29, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**VASUNDHARA RASAYANS LIMITED**" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <VASUNDHARA RASAYANS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
(PRAKASH CHAND JAIN)
MANAGING DIRECTOR

Sd/-
(RAJESH POKERNA)
WHOLE TIME DIRECTOR

Dated this 22.08.2014

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 27th Annual Report and Audited Accounts of your Company for the year ended 31st March, 2014.

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

(Rupees in thousands)

	CURRENT YEAR ENDED 31.03.2014	PREVIOUS YEAR ENDED 31.03.2013
Turnover	208586314	186373974
Other Income	1434240	2424812
Profit/(Loss) before exceptional, items & taxation	21376075	8255308
Profit/(Loss) before taxation	21366400	8241414
Provision for Taxation		
Net Profit after Taxation	14087596	4807745

2. OPERATIONS

During the year under review the turnover of the Company Rs.20.85 Crores in comparison to the previous year's figure at Rs.18.63 Crores.

The company has achieved net profit after tax which is reported at Rs.140.87 lacs in comparison to profit of Rs.48.07 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 proposing 5% 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 Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Dr. Parag Ashok Sharma, Director, retires by rotation at the ensuing Annual General Meeting of your Company and being eligible, offers himself for re-appointment. The board has revised the remuneration payable to Sri Rajesh Pokerna. w.e.f. for 1-4-2014.

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 reappointment, 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.