
VASUNDHARA RASAYANS LIMITED

BOARD OF DIRECTORS

Prakash Chand Jain	-	Managing Director
Sunil Kumar Jain	-	Whole-time Director
Rajesh Pokerna	-	Whole-time Director
Sanjay Kumar Jain	-	Whole-time Director
Pravichandra Majumdar Popatlal	-	Director
Parag Ashok Sharma	-	Director
Rajiv Pritidas Kakodkar	-	Director
Rajesh Kumar Jain	-	Director
Kalpana Pokerna	-	Women Director
Seema Jain	-	Women Director

STATUTORY COMMITTEES**AUDIT COMMITTEE**

Pravichandra Majumdar Popatlal	-	Member - Chairman
Rajiv Pritidas Kakodkar	-	Member
Prakash Chand Jain	-	Member
Kalpana Pokerna	-	Member
Seema Jain	-	Member

NOMINATION & REMUNERATION COMMITTEE:

Pravichandra Majumdar Popatlal	-	Member - Chairman
Rajiv Pritidas Kakodkar	-	Member
Parag Ashok Sharma	-	Member
Kalpana Pokerna	-	Member
Seema Jain	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Kalpana Pokerna	-	Member
Seema Jain	-	Member

RISK MANAGEMENT COMMITTEE :

Prakash Chand Jain	-	Member
Sunil Kumar Jain	-	Member
Rajesh Pokerna	-	Member

CHIEF FINANCIAL OFFICER

Sunil Kumar Jain

BANKERS

State Bank of India, Lakhamshi Nappu Road,
Dadar East, Mumbai-400 014.

AUDITORS

M/s. Agarwal Gupta Nokari & Rustagi Associates,
Chartered Accountants
12, Waterloo Street,

VASUNDHARA RASAYANS LIMITED

Kolkata– 700 069.

Phone no.: 033-22487696, 033-32962308

Fax no.: 033-30245549

INTERNAL AUDITOR

M/s.S.B.Kabra & Co.

Chartered Accountant

3-5-378/1, Metro Towers

Vithawadi,Narayanaguda

Hyderabad-500029.

COMPANY SECRETARY

Ms.Anubha Samariya

SECRETARIAL AUDITOR

M/s. Rakhi Agarwal & Associates

A-10, Janata Hsg. Society,

Opp. Pantaloons, Shyamlal Building,

Begumpet, Hyderabad -500 016

COMPLIANCE OFFICER

Shri. Prakash Chand Jain

REGISTRAR & TRANSFER AGENT:

CIL SECURITIES LIMITED

214, Raghavaratna Towers,

Chiragali Lane, Abids

Hyderabad,500001

Phone # +91-040-2320 2465

Email ID: advisors@cilsecurities.com

Website: www.cilsecurities.com

FACTORY

C-104, MIDC Industrial Area,

Mahad (Dist, Raigad),

Maharashtra.

REGISTERED OFFICE:

Shed no. 42, Phase II,

IDA, Mallapur,

Hyderabad – 500076

Phone no.: 040-23437617, 040-23437623

Fax no.: 040-23437627

Email: info@vasundhararasayans.in

VASUNDHARA RASAYANS LIMITED

NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28th Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held on 11.30 A.M. on Saturday, 12th September, 2015 at Shed No.42, Phase II, IDA, Mallapur, Hyderabad – 500 076 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended 31st March, 2015 along with the Auditors' Report & Directors' Report thereon.
2. To declare Dividend for the year ended 31st March, 2015.
3. To appoint a Director in place of Shri Rajesh Kumar Jain who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the members at the 27th Annual General Meeting, M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants (Firm Regn No: 310041E) of the Company to hold office for a period of 3 years from financial year 2014-2015 until financial year 2016-2017, 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 years.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Smt. Kalpana Pokerna (DIN-07158413)** who was appointed as Additional Director w.e.f 30.03.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company.

VASUNDHARA RASAYANS LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Smt. Seema Jain (DIN-07158382)** who was appointed as Additional Director w.e.f 30.03.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

7. To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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 11th AUGUST, 2015

VASUNDHARA RASAYANS LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 05.09.2015 to 12.09.2015 (both days inclusive).
4. Dividend on shares @ 5 % as recommended by the Board of Directors, if declared by the Company at the meeting, will be paid subject to the provisions of Section 123 of the Companies Act, 2013 to those shareholders whose names appear on the Register of Members of the Company as on 04.09.2015 or to their mandates, to the extent eligible, and also to the beneficial owners of equity shares held in electronic form on the same date as per the details furnished by the Depositories for this purpose.
5. Explanatory Statement as required under section 102 of the companies in respect of special business is annexed hereto.
6. 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.
7. 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

VASUNDHARA RASAYANS LIMITED

8. 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.
9. Pursuant to Section 124 of the Companies Act, 2013, Dividend for the financial year ended 2009, 2010, 2011, 2012, 2013, 2014 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, 31.03.2014 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.”
10. Electronically copy of the Annual Report for 2015 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 2015 is being sent in the permitted mode.
11. Members may also note that the Notice of the 28th Annual General Meeting and Annual Report for 2015 will also be available on the Company’s website: www.vasundhararasayans.in in 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.
12. 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.
13. 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 28th 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).
14. 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.

VASUNDHARA RASAYANS LIMITED

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the act')

Item No. 5

The Board of Directors of the Company appointed Smt. Kalpana Pokerna as Additional Director of the Company with effect from 30.03.2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Smt. Kalpana Pokerna shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Women Director. Notice as required under Section 160 of the Companies Act, 2013 has been received from a member signifying their intention to propose her as candidate for the office of Director of the Company.

A brief profile of Smt.Kalpana Pokerna is annexed in the Annual Report.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 6

The Board of Directors of the Company appointed Smt. Seema Jain as Additional Director of the Company with effect from 30.03.2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Smt. Seema Jain shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Women Director. Notice as required under Section 160 of the Companies Act, 2013 has been received from a member signifying their intention to propose her as candidate for the office of Director of the Company.

A brief profile of Smt.Seema Jain is annexed in the Annual Report.

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 7

The existing Articles of Association ("AoA") is based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

The Board of Directors recommends the Special Resolution for your approval.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

By Order of the Board

VASUNDHARA RASAYANS LIMITED

Sd/-

**PRAKASH CHAND JAIN
MANAGING DIRECTOR**

Place: Hyderabad

Date: 11.08.2015

===== **VASUNDHARA RASAYANS LIMITED** =====

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday, 09.09.2015 at 10.a.m and ends on Friday, 11.09.2015 at 5.00 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 04.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "**VASUNDHARA RASAYANS LIMITED**" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/DepositoryParticipant are requested to use the first two letters of their name and the8 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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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

VASUNDHARA RASAYANS LIMITED

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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <VASUNDHARA RASAYANS LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
 - 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.

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 11.08.2015

VASUNDHARA RASAYANS LIMITED
DIRECTORS' REPORT

To The Members of
Vasundhara Rasayans Limited

The Directors have pleasure in presenting the 28th Annual Report of your Company and the Audited financial statements for the financial year ended 31st March 2015 together with Auditors' Report thereon.

FINANCIAL RESULTS

The performance of the Company during the year has been as under:

	(Amount in Rs.)	
	CURRENT YEAR ENDED 31.03.2015	PREVIOUS YEAR ENDED 31.03.2014
Turnover	185308713	208586314
Other Income	3078753	1434240
Profit/(Loss) before exceptional, items	8801931	21376075
Profit/(Loss) before Taxation	8801931	21366400
Net Profit after Taxation	5836136	14087596

PERFORMANCE

During the year under review the turnover of the Company Rs.18.53 Crores in comparison to the previous year's figure at Rs.20.85 Crores.

The company has achieved net profit after tax which is reported at Rs. 58.36 lacs in comparison to profit of Rs.140.87 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.

DIVIDEND

Your Directors are pleased to recommend for approval of the members a dividend @5% (Rs. 0.50 Paise per equity share of face value of Rs. 10/- each) for the financial year 2014-15. The total cash outflow on account of dividend on equity shares for the financial year 2014-15 would aggregate Rs.19,14,463 (inclusive of tax thereon).

RESERVES

During the year the Company has transferred an amount of Rs.1,596 to General Reserves.

FIXED DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for re-payment as on 31st March 2015.

DIRECTORS

In terms of the provisions of Section 149 of Companies Act, 2013 and clause 49 of the Listing Agreement, Smt. Kalpana Pokerna and Smt. Seema Jain has been appointed as Additional Director of the Company in the category of Independent Woman Directors w.e.f 30.03.2015 based on the recommendation of Nomination and Remuneration Committee.

Pursuant to Section 161(1) of the Act, Smt. Kalpana Pokerna and Smt. Seema Jain holds office up to the date of forthcoming Annual General Meeting of the Company and is eligible for appointment as