
VASUNDHARA RASAYANS LIMITED

BOARD OF DIRECTORS

Prakash Chand Jain	-	Chairman cum Managing Director
Rajesh Pokerna	-	Whole Time Director
Sunil Kumar Jain	-	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
Seema Jain	-	Women Director
Kalpana Pokerna	-	Women Director
Pradeep Kumar Jain	-	Independent Director
Khivraj Naresh Kumar	-	Independent 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:

Prakash Chand Jain	-	Chairman
Sunil Kumar Jain	-	Member
Rajesh Pokerna	-	Member
Kalpana Pokerna	-	Member
Seema Jain	-	Member

RISK MANAGEMENT COMMITTEE:

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

CHIEF FINANCIAL OFFICER

Sunil Kumar Jain

BANKERS

State Bank of India
Dadar Branch, Mumbai

VASUNDHARA RASAYANS LIMITED

AUDITORS

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

SECRETARIAL AUDITOR

Mrs. Rakhi Agarwal
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@vrlindia.in

VASUNDHARA RASAYANS LIMITED

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **29th Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held on 11.30 A.M. on Friday, 30th September, 2016 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, 2016 and the Statement of Profit & Loss for the year ended 31st March, 2016 along with the Auditors' Report & Directors' Report thereon.
2. To appoint a Director in place of Shri. Pravichandra Majumdar Popatlal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Smt. Seema Jain who retires by rotation and being eligible offers herself 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. Appointment of Shri. Pradeep Kumar Jain as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri. Pradeep Kumar Jain (DIN: 07553676), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th March, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Shri. Pradeep Kumar Jain (who meets the criteria for independence) as provided in Section 149(6) of the Act as Independent Director of the Company,

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not liable to retire by rotation, for a term commencing with effect from 15th March, 2016 to 14th March, 2021 be and is hereby approved.”

6. Appointment of Shri. K. Naresh Kumar as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Shri. K. Naresh Kumar (DIN: 07026135), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01st June, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as as Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, appointment of Shri. K. Naresh Kumar (who meets the criteria for independence) as provided in Section 149(6) of the Act as Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from 01st June 2016 to 31st May, 2021 be and is hereby approved.”

7. Change of designation of Shri. Rajesh Pokerna (DIN: 00117365) from Whole Time Director to Managing Director of the Company with effect from 21st August, 2016.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** subject to all the applicable provisions and sections of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to change in the designation of Shri. Rajesh Pokerna (DIN: 00117365) from Whole Time Director to Managing Director of the Company with effect from 21st August, 2016 upto a term of 5 years, subject to terms and conditions as may be mutually agreed by the Board of Directors.

RESOLVED FURTHER THAT any one of the director be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

8. Change of designation of Shri. Prakash Chand Jain (DIN: 00117348) from Managing Director to Whole Time Director of the Company with effect from 21st August, 2016.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 203 read with schedule V of the Companies Act, 2013, and such other applicable laws and sections, and with the expiration of his term of Managing Director as on 22.08.2016, consent of the members of the Company be and is hereby accorded to change the designation of Shri. Prakash Chand Jain (DIN: 00117348) from Managing Director to Whole Time Director of the Company with effect from 21st August, 2016, subject to terms and conditions as may be mutually agreed by the Board of Directors.

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RESOLVED FURTHER THAT any one of the director be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. Revision in the remuneration of Shri. Rajesh Pokerna (DIN: 00117365), Managing Director of the Company.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members in this general meeting, be and is hereby accorded to revision in the remuneration of Shri. Rajesh Pokerna, Managing Director of the Company w.e.f. 01.04.2016 at a remuneration of Rs.1,00,000/- p.m.

Other Terms and Conditions:

- (i) The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- (ii) No sitting fees will be paid to the Whole time Director for attending meeting of the Board of Directors or any committee thereof.
- (iii) Total Remuneration of Shri. Rajesh Pokerna in any financial year shall not exceed 5% of the net profit of the Company during that year.
- (iv) The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT any one of the director be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

10. Revision in the remuneration of Smt. Seema Jain (DIN: 07158382), Women Director of the Company.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members in this general meeting, be and is hereby accorded to revision in the remuneration of Smt. Seema Jain, Woman Director of the Company w.e.f. 01.04.2016 at a remuneration of Rs.50,000/- p.m.

Other Terms and Conditions:

- (i) The terms and conditions of appointment of Woman Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

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- (ii) No sitting fees will be paid to the Woman Director for attending meeting of the Board of Directors or any committee thereof.
- (iii) Total Remuneration of Smt. Seema Jain in any financial year shall not exceed 5% of the net profit of the Company during that year.
- (iv) The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT any one of the director be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

11. Revision in the remuneration of Shri. Sunil Kumar Jain (DIN: 00117331), Whole time Director of the Company.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members in this general meeting, be and is hereby accorded to revision in the remuneration of Shri. Sunil Kumar Jain, Whole time Director of the Company w.e.f. 01.04.2016 at a remuneration of Rs. 66,666/- p.m.

Other Terms and Conditions:

- (i) The terms and conditions of appointment of Whole time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- (ii) No sitting fees will be paid to the Whole time Director for attending meeting of the Board of Directors or any committee thereof.
- (iii) Total Remuneration of Shri. Sunil Kumar Jain in any financial year shall not exceed 5% of the net profit of the Company during that year.
- (iv) The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT any one of the director be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

12. Revision in the remuneration of Shri. Sanjay Kumar Jain (DIN: 00357850), Whole time Director of the Company.

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association

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of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the members in this general meeting, be and is hereby accorded to revision in the remuneration of Shri. Sanjay Kumar Jain, Whole time Director of the Company w.e.f. 01.04.2016 at a remuneration of Rs. 66,666/- p.m.

Other Terms and Conditions:

- (i) The terms and conditions of appointment of Whole time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- (ii) No sitting fees will be paid to the Whole time Director for attending meeting of the Board of Directors or any committee thereof.
- (iii) Total Remuneration of Shri. Sanjay Kumar Jain in any financial year shall not exceed 5% of the net profit of the Company during that year.
- (iv) The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT any one of the director be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing 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 19th AUGUST, 2016

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 24th September, 2016 to 30th September, 2016 (both days inclusive).
4. Explanatory Statement as required under section 102 of the companies in respect of special business is annexed hereto.
5. 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.
6. 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
7. 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.
8. Pursuant to Section 124 of the Companies Act, 2013, dividend for the financial years ended 2009, 2010, 2011, 2012, 2013, 2014, 2015, which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund Established by the

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Central Government. The members who have not en-cashed the Dividend Warrants so far the financial years ended 31.03.2009, 31.3.2010, 31.3.2011, 31.3.2012, 31.3.2013, 31.03.2014, 31.03.2015 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.”

9. Electronically copy of the Annual Report for 2016 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 2016 is being sent in the permitted mode.
10. Members may also note that the Notice of the 29th Annual General Meeting and Annual Report for 2016 will also be available on the Company's website: www.vasundhararasayans.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@vrlindia.in.
11. 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.
12. 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 29th 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).
13. The Company has appointed Mrs. Rakhi Agarwal, Practising Company Secretary as scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

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EXPLANATORY STATEMENT**PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the act')****Item No.5:**

Shri. Pradeep Kumar Jain (DIN 07553676) was appointed as an Additional (Independent) Director of the Company with effect from 15th March, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Shri. Pradeep Kumar Jain holds office upto the date of this Annual General Meeting and is eligible for the appointment as a Independent Director. Shri. Pradeep Kumar Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Accordingly, the Board recommends the passing of the Ordinary Resolution . None of the Directors except Shri.Pradeep Kumar Jain of the Company, is concerned or interested in the resolution to the extent of his shareholding.

Item No.6:

Shri.K. Naresh Kumar (DIN 07026135) was appointed as an Additional (Independent) Director of the Company with effect from 01st June, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Shri. K. Naresh Kumar Jain holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent Director. Shri. K. Naresh Kumar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Accordingly, the Board recommends the passing of the Ordinary Resolution . None of the Directors except Shri. K. Naresh Kumar of the Company, is concerned or interested in the resolution to the extent of his shareholding.

Item No.7:

Shri. Rajesh Pokerna was appointed as Whole-time Director of the Company, it is proposed to change his designation to Managing Director. According to Section 196 of the Companies Act, 2013, Managing Director is to be appointed by the Members of the Company for a term not exceeding five years. The Board of Directors appointed Shri. Rajesh Pokerna as Managing Director of the Company with effect from 21.08.2016 for a period of 5 years on the remuneration, terms and conditions as may be mutually agreed, subject to the approval of shareholders in this general meeting.

Accordingly, the Board recommends the passing of the above Ordinary Resolution . None of the Directors except Shri. Rajesh Pokerna of the Company, is concerned or interested in the resolution to the extent of his shareholding.

Item No.8:

As per provision of Section 203 and other relevant rules of the Companies Act, 2013 Shri. Prakash Chand Jain was appointed as Managing Director of the Company with effect from 23rd August 2011. It is proposed to change his designation to Chairman cum Whole time Director of the Company. According to Section 196 of the Companies Act, 2013, a Whole Time Director is to be appointed and ratified by the Members of the Company. The Board of Directors appointed Shri. Prakash Chand Jain as Chairman cum Whole time Director of the Company with effect from 21.08.2016 for a period of 5 years on the remuneration, terms and conditions as may be mutually agreed and subject to the approval of shareholders in this general meeting.