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**VASUNDHARA RASAYANS LIMITED**

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**BOARD OF DIRECTORS**

Prakash Chand Jain	-	Director
Rajesh Pokerna	-	Managing 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
Pradeep Kumar Jain	-	Independent Director
Khivraj Naresh Kumar	-	Independent Director

**STATUTORY COMMITTEES****AUDIT COMMITTEE**

Pradeep Kumar Jain	-	Chairman
Khivraj Naresh Kumar	-	Member
Rajesh Kumar Jain	-	Member

**NOMINATION & REMUNERATION COMMITTEE:**

Pradeep Kumar Jain	-	Chairman
Khivraj Naresh Kumar	-	Member
Rajesh Kumar Jain	-	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

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

**RISK MANAGEMENT COMMITTEE:**

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

**CHIEF FINANCIAL OFFICER**

Sunil Kumar Jain

**COMPANY SECRETARY**

Siddhartha Agarwal

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**VASUNDHARA RASAYANS LIMITED**

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**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  
6-3-660, Flat 520, Block 4,  
Amrit Apartments, Kapadia Lane,  
Somajiguda, Hyderabad -500 082

**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](mailto:advisors@cilsecurities.com)  
Website: [www.cilsecurities.com](http://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](mailto:info@vasundhararasayans.in)

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**VASUNDHARA RASAYANS LIMITED**

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**NOTICE OF 30<sup>th</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **30<sup>th</sup> Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held on 11.30 A.M. on Friday, 29<sup>th</sup> September, 2017 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 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017 along with the Auditors' Report & Directors' Report thereon.
2. To appoint a Director in place of Shri. Rajiv Pritidas Kakodkar (Din: 01519590) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri. Parag Ashok Sharma (Din: 01682643) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri. Rajesh Kumar Jain (Din: 01408526) who retires by rotation and being eligible offers himself for re-appointment.
5. To 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, M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants (Firm Regn No: 310041E) be and is hereby appointed as Auditors of the Company to hold office for a period of 5 years from financial year 2017-2018 until financial year 2021-2022, on such remuneration as may be agreed upon by the Board of Directors and 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 subject to ratification at every Annual General Meeting held by the Company.”

**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)**  
DIRECTOR  
DIN NO: 00117348

Sd/-  
**(RAJESH POKERNA)**  
MANAGING DIRECTOR  
DIN NO: 00117365

Dated this 11<sup>th</sup> AUGUST, 2017

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**VASUNDHARA RASAYANS LIMITED**

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**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 23<sup>rd</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive).
4. Explanatory Statement as required under section 102 of the companies is not applicable in respect there is no special business to be considered.
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 2010, 2011, 2012, 2013, 2014, 2015, 2016 which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund Established by the Central Government.

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**VASUNDHARA RASAYANS LIMITED**

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The members who have not en-cashed the Dividend Warrants so far the financial years ended 31.3.2010, 31.3.2011, 31.3.2012, 31.3.2013, 31.03.2014, 31.03.2015 and 31.03.2016 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 2017 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 2017 is being sent in the permitted mode.
10. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and Annual Report for 2017 will also be available on the Company’s **website: [www.vasundhararasayans.in](http://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](mailto: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 30<sup>th</sup> 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.

**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)**  
DIRECTOR  
DIN NO: 00117348

Sd/-  
**(RAJESH POKERNA)**  
MANAGING DIRECTOR  
DIN NO: 00117365

Dated this 11<sup>th</sup> AUGUST, 2017

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

### **In case of members receiving e-mail:**

- (i) The voting period begins on Tuesday, 26<sup>th</sup> September, 2017 at 10:00 am and ends on Thursday, 28<sup>th</sup> September, 2017 at 5:00 pm.
- (ii) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date 22<sup>nd</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "**VASUNDHARA RASAYANS LIMITED**" from the drop down menu and click on "SUBMIT"
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN*</b>	<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"> <li>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.</li> <li>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.</li> </ul>
<b>DOB#</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in Details#.

## == VASUNDHARA RASAYANS LIMITED ==

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"> <li>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.</li> </ul>
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- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <VASUNDHARA RASAYANS LIMITED> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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**VASUNDHARA RASAYANS LIMITED**

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- (xix) 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.
- (xx) 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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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)**  
DIRECTOR  
DIN NO: 00117348

Sd/-  
**(RAJESH POKERNA)**  
MANAGING DIRECTOR  
DIN NO: 00117365

Dated this 11<sup>th</sup> AUGUST, 2017



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**VASUNDHARA RASAYANS LIMITED**

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**DIRECTOR'S REPORT**

To The Members of  
Vasundhara Rasayans Limited

The Directors have pleasure in presenting the 30<sup>th</sup> Annual Report of your Company and the Audited financial statements for the financial year ended 31<sup>st</sup> March 2017 together with Auditors' Report thereon.

**FINANCIAL RESULTS**

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

		(Amount in Rs.)
	<b>CURRENT YEAR ENDED 31.03.2017</b>	<b>PREVIOUS YEAR ENDED 31.03.2016</b>
Turnover	<b>154447620</b>	153368705
Other Income	<b>4420303</b>	2452120
Profit/(Loss) before exceptional, items	<b>11440838</b>	4260596
Profit/(Loss) before taxation	<b>11440838</b>	4260596
Net Profit after Taxation	<b>4617207</b>	2361825

**PERFORMANCE**

During the year under review the turnover of the Company Rs.15.44 Crores in comparison to the previous year's figure at Rs.15.33 Crores.

The company has achieved net profit after tax which is reported at Rs.46.17 lacs in comparison to profit of Rs.23.61 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.

**DIVIDENDS**

Your directors are recommend 10% dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2017.

**RESERVES**

During the year under review, no amount is allocated or transferred to 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 31<sup>st</sup> March 2017.

**DIRECTORS**

Shri. Rajiv Pritidas Kakodkar, Shri.Parag Ashok Sharma and Shri. Rajesh Kumar Jain, Directors of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

The brief particulars of the Directors seeking re-appointment at this Annual General Meeting are being annexed to the Corporate Governance Report.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

**STATEMENT ON DECLARATION GIVEN BY INDEPENDENT**

The independent directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub - section(6) of Section 149.

**NOMINATION AND REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The Remuneration Policy is stated in the Corporate Governance Report.

**MEETINGS**

During the year (14) Board Meetings and (5) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed