
VASUNDHARA RASAYANS LIMITED

BOARD OF DIRECTORS

Rajesh Pokerna	-	Managing Director
Prakash Chand Jain	-	Director
Sunil Kumar Jain	-	Whole-time Director
Sanjay Kumar Jain	-	Whole-time Director
Pradeep Kumar Jain	-	Independent Director
Khivraj Naresh Kumar	-	Independent Director
Pravinchandra Majumdar Popatlal	-	Independent Director
Rajiv Pritidas Kakodkar	-	Independent Director
Seema Jain	-	Women Director
Rajesh Kumar Jain	-	Director
*Parag Ashok Sharma	-	Director

*Resigned with effect 15.04.2019

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

** Ms. Sakshi Sharma

**Shri. Siddhartha Agarwal resigned with effect from 31.03.2019 and in his place Ms.Sakshi Sharma is appointed with effect from 01.04.2019.

VASUNDHARA RASAYANS LIMITED

AUDITORS

M/s. Mamta Jain & Associates,
Chartered Accountants
14, Watkins Lane, Howrah-711101 (WB),
Email:-mamtajain20@gmail.com

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

** Ms. Sakshi Sharma

**Shri. Siddhartha Agarwal resigned with effect from 31.03.2019 and in his place Ms.Sakshi Sharma is appointed with effect from 01.04.2019.

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 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **32nd Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held on 11.30 A.M. on Monday, 30th September, 2019 at Shed No.42, Phase II, IDA, Mallapur, Hyderabad – 500 076 to transact the following business:

ORDINARY BUSINESS:**ORDINARY BUSINESS:**

ITEM NO.1: To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditor thereon:

“Resolved that the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted.”

ITEM NO.2: To re-appoint Shri. Rajesh Kumar Jain (Din: 01408526) as director liable to retire by rotation:

“Resolved that Shri. Rajesh Kumar Jain (Din: 01408526), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation.”

ITEM NO.3: To decide and declare dividend of 10% for the financial year 2018-19.

SPECIAL BUSINESS:

ITEM NO.4: To Re-Appointment Shri.Sunil Kumar Jain as Whole Time Director from 01.04.2019 to 31.03.2024.

To consider and, if thought fit, to pass the following resolution with or without modifications, as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V & as per Articles of Association of the company & all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and are hereby accorded to the re-appointment of Shri. Sunil Kumar Jain as Whole Time Director of the Company with retrospective effect from 01.04.2019 to 31.03.2024, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013

VASUNDHARA RASAYANS LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary forms with the concerned authorities and to do all acts, deeds and things required to give effect to this Resolution”.

ITEM NO.5: To Re- Appointment Shri.Sanjay Kumar Jain as Whole Time Director from 01.04.2019 to 31.03.2024

To consider and, if thought fit, to pass the following resolution with or without modifications, as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V & as per Articles of Association of the company & all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members of the Company be and are hereby accorded to the re-appointment of Shri. Sanjay Kumar Jain as Whole Time Director of the Company with retrospective effect from 01.04.2019 to 31.03.2024, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary forms with the concerned authorities and to do all acts, deeds and things required to give effect to this Resolution”.

ITEM NO.6: To Re-Appointment Shri. Pravinchandra Majumdar Popatlal as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution with or without modifications, as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Pravinchandra Majumdar Popatlal (DIN: 01954981), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 27.09.2019 September, 2019 upto 26th September, 2024.”

VASUNDHARA RASAYANS LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary forms with the concerned authorities and to do all acts, deeds and things required to give effect to this Resolution”.

ITEM NO.7: To Re-Appointment Shri. Rajiv Pritidas Kakodkar, as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution with or without modifications, as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Rajiv Pritidas Kakodkar (DIN: 01519590), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 27.09.2019 September, 2019 upto 26th September, 2024.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary forms with the concerned authorities and to do all acts, deeds and things required to give effect to this Resolution”.

ITEM NO.8: Amendment And Adoption of Articles of Association as per Companies Act , 2013:

To consider and, if thought fit, to pass the following resolution with or without modifications, 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 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”.

“**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

VASUNDHARA RASAYANS LIMITED

statutory modification(s) or re-enactment thereof, for the time being in force, the existing Article No. 121 be deleted and replaced with the following Article 121(1) & (2):

(1) Subject to provisions of the Act, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire, shall in default of and subject to any agreement among themselves, be determined by lot.

(2) A Managing or Whole Time Director shall be liable to retirement by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made thereunder or in a resolution passed by Board or Shareholders of the Company). He shall, however, be subject to the same provisions as to resignation and removal as are applicable to the other Directors. He shall ipso facto immediately, cease to be a Managing or Whole Time Director if he ceases to hold the office of Director for any reason whatsoever save that if he shall vacate office whether by, retirement by rotation or otherwise under the provisions of the Companies Act 2013 at any Annual General Meeting and shall be reappointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be a Managing or Whole Time Director."

REGISTERED OFFICE

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

BY ORDER OF BOARD OF DIRECTORS**VASUNDHARA RASAYANS LIMITED**

Sd/-

(PRAKASH CHAND JAIN)

DIRECTOR

DIN NO: 00117348

Sd/-

(RAJESH POKERNA)

MANAGING DIRECTOR

DIN NO: 00117365

Dated this 13.08.2019

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 authorising 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 23.09.2019 to 30.09.2019 (both days inclusive) for the purpose of annual closure.
4. The Company's Equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and the Company has paid the Listing Fees to the said Stock Exchanges.
5. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to nominations, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, CIL Securities Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to CIL Securities Limited.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or CIL Securities Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. Regulation 36 of SEBI (LODR) Regulations, 2015 permits sending of soft copies of annual reports to all those members who have registered their email addresses for the purpose. The Companies Act, 2013 has also recognized serving of documents to any member through electronic mode. In terms of the circulars issued by respective Depositories, email addresses made available by the Depository for your respective DPs accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving

VASUNDHARA RASAYANS LIMITED

notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the applicable rules. In light of the requirements prescribed by the aforesaid circulars, for those members whose Depository Participant accounts do not contain the details of their email addresses, printed copies of the Annual Report would be dispatched.

11. Shareholders are requested to furnish their e-mail IDs to enable the Company to forward all the requisite information in electronic mode and support the green initiative. In case of the Shareholders holding shares in demat form the email IDs of the shareholders registered with DP and made available to the Company shall be the registered email IDs unless communication is received to the contrary.
12. The Securities Exchange Board of India has notified that the shareholder/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other Corporate Action. Accordingly, all the shareholders/transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other corporate action.
13. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to CIL Securities Limited / the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF)

Authority: Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority

The Company has transferred 46680 equity shares to Investor Education and Protection Fund during the financial year ended 31st March, 2019.

To Claim the equity shares and dividend which were transferred to the Investor Education and Protection Fund, the shareholders are requested to visit the website of the Company i.e., www.vasundhararasayans.in to know the procedure for claiming Shares and Dividend transferred to the Investor Education and Protection Fund Authority.

The Shareholders who have not encashed their dividends are requested to make their claim either to M/s CIL Securities Limited, Registrars and Share Transfer Agents or to Registered Office of the Company.

14. Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules under the Act, the Company is pleased to provide the facility to the Members to exercise their right to vote through electronic voting. The members who have not cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.

VASUNDHARA RASAYANS LIMITED

15. The members whose names appear on the Register of Members/ list of beneficial owners as on 23rd September, 2019 are eligible to participate in e-voting on the resolutions set forth in this notice.
16. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5:00 PM, on the date preceding the AGM. Accordingly, the e-voting will be available at the www.evotingindia.com. The remote e-voting period will commence at 10:00 A.M. (IST) on 26th September, 2019, Thursday and will end at 5:00 P.M. (IST) on 29th September, 2019, Sunday. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be disabled by M/s CIL Securities Limited, the agency engaged by the company to provide e-voting facility.
17. The member(s) who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
18. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their Notice; the Company is enclosing a Ballot form with the Notice. Resolution (s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.
19. The Company has appointed Mrs. Rakhi Agarwal, Company Secretary in Practice, Hyderabad to act as Scrutinizer to scrutinize the poll at the Annual General Meeting, remote e-voting process and through ballot form in a fair and transparent manner.
20. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail ids with the Company/their respective Depository Participant along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participant are being forwarded the login ID and password for e-voting along with process, manner and instruction by e-mail.
21. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at M/s CIL SECURITIES LIMITED, 214, Raghava Ratna Towers, Chiragali Lane, Hyderabad-500001. Further, kindly note that members holding shares in physical form and intending to transfer their shares have to furnish the PAN particulars of transferee along with the share transfer deeds for affecting the physical share transfer.
22. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date of 23rd September, 2019, may obtain User ID and Password by sending a request at rta@cilsecurities.com. However, if you are already registered with CIL Securities for e-voting, then you can use your existing User ID and Password for casting your vote.
23. Please note that, any queries pertaining to accounting related aspects may be posted /handed over to the Secretarial Department at the Registered Office of the Company at least 48 hours before the Annual General Meeting, so that the same could be clarified to the shareholders at the Annual General Meeting.
24. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses set out above is annexed herewith.

VASUNDHARA RASAYANS LIMITED

In case of members receiving e-mail:

- (i) The voting period begins on Thursday, 26th September, 2019 at 10:00 am and ends on Monday, 30th September, 2019 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 on Wednesday, 23rd September, 2019 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
- (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 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:

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> <p>· 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.</p> <p>· 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.</p>
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
BankDetails#	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.