
VASUNDHARA RASAYANS LIMITED

BOARD OF DIRECTORS

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

*Resigned with effect 10-09-2019

STATUTORY COMMITTEES**AUDIT COMMITTEE**

Pradeep Kumar Jain	-	Chairman
Khivraj Naresh Kumar	-	Member
Rajesh Kumar Jain	-	Member
Pravichandra Majumdar Popatlal	-	Member
Sunil Kumar Jain	-	Member
*Resigned with effect 10-09-2019	-	Member

NOMINATION & REMUNERATION COMMITTEE:

Pradeep Kumar Jain	-	Chairman
Khivraj Naresh Kumar*	-	Member
Rajesh Kumar Jain	-	Member
Pravichandra Majumdar Popatlal	-	Member
*Resigned with effect 10-09-2019	-	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

Shakshi Sharma

VASUNDHARA RASAYANS LIMITED

AUDITORS

M/s. Mamta Jain & Associates,
Chartered Accountants
14, Walkins 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

Shakshi Sharma

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@vvrlindia.in

VASUNDHARA RASAYANS LIMITED

NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **33rd Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held through Video Conferencing, on Monday 28-12-2020 at 11.30 a.m. in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
2. To declare dividend of Rs.1.5/- per Equity Share of the Company for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Shri Prakash Chand Jain, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Smt.Seema Jain, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Special Business(es):

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and the applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in furtherance to earlier ordinary resolution passed by the members and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the reappointment of Shri. Rajesh Kumar Jain(Din No.0408526.) as Non-Executive Independent Director of the Company not liable to retire by rotation, for a period of five years be and is hereby approved by way of special resolution with effect from 26.09.2019 to 26.09.2024.

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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”.

6. **Continuation of Independent Directorship of Shri. Pravin Chandra Majmumdar Popatlal (DIN: 01954981) whose Second Term started from 27.09.2019 upto 26th September, 2024 not with standing that he has attained the age of 75 Years.**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the Board be and is hereby accorded for continuation of Directorship of **Shri. Pravin Chandra Majmumdar Popatlal (DIN: 01954981)**, Independent Director for the remaining tenure of his appointment which ends on 26th September, 2024 at same terms and conditions as already approved by members not with standing that he has attained the age of 75 years.”

“**RESOLVED FURTHER THAT** the above resolution be recommended to members’ for their approval by way of Special Resolution in next General Meeting or through Postal Ballot to be conducted by the Company.”

7. **Continuation of appointment of Shri Prakash Chand Jain (DIN:00117348) as Whole time Director of the Company even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Listing Regulations.**

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

“**RESOLVED THAT** pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule- V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (‘the Act’) or Listing Regulations as amended from time to time, consent of the members be and is hereby accorded for continue the employment of Shri Prakash Chand Jain, (DIN:00117348) as Whole time Director of the Company even after attaining the age of 70 years at the same terms and conditions as already approved by members in the Annual General Meeting held on 30th September, 2016.”

“**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198

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and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Shri Prakash Chand Jain, (DIN: 00117348), Wholetime Director at such terms and conditions as approved by members in its Annual General Meeting held on 30th September, 2016, even if the annual remuneration payable to Shri Prakash Chand Jain may exceed per cent of the profits of the Company as prescribed/the aggregate annual remuneration to all Executive Directors against the net profits of the Company in any year during the remaining tenure of his appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

8. Approval of remuneration to Shri. Rajesh Pokerna (DIN:00117365) designated as Managing Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to **Shri. Rajesh Pokerna (DIN: 00117365)**, Managing Director at such terms and conditions as approved by members in its Annual General Meeting held on 30.09.2016, even if the annual remuneration payable to Shri **Rajesh Pokerna** may exceed per cent of the profits of the Company as prescribed/the aggregate annual remuneration to Managing Director against the net profits of the Company in any year during the remaining tenure of his appointment.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

9. Approval of remuneration to Shri. Sunil Kumar Jain (DIN: 00117331) designated as Whole Time Director in terms of provisions of Companies Act, 2013 read

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with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to **Shri. Sunil Kumar Jain (DIN: 00117331), Whole Time Director** at such terms and conditions as approved by members in its Annual General Meeting held on 30.09.2019, even if the annual remuneration payable to **Shri. Sunil Kumar Jain** may exceed per cent of the profits of the Company as prescribed/the aggregate annual remuneration to Whole Time Director against the net profits of the Company in any year during the remaining tenure of his appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

10. **Approval of remuneration to Shri. Sanjay Kumar Jain (DIN: 00357850) designated as Whole Time Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment**

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

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to **Shri. Sanjay Kumar Jain (DIN: 00357850), Whole Time Director** at such terms and conditions as approved by members in its Annual General Meeting held on 30.09.2019, even if the annual remuneration payable to **Shri. Sanjay Kumar Jain** may exceed per cent of the profits of the Company as prescribed/the aggregate annual remuneration to Whole Time Director against the net profits of the Company in any year during the remaining tenure of his appointment.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

11. Approval of remuneration to Smt. Seema Jain (DIN: 07158382) designated as Whole Time Women Director in terms of provisions of Companies Act, 2013 read with regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to **Smt. Seema Jain (DIN: 07158382) designated as Whole Time Women Director** at such terms and conditions as approved by members in its Annual General Meeting held on 30.09.2019, even if the annual remuneration payable to **Smt. Seema Jain** may exceed per cent of the profits of the Company as prescribed/ the aggregate annual remuneration to Whole Time Director against the net profits of the Company in any year during the remaining tenure of his appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

Place: [Hyderabad]

Date: [12.11.2020]

REGISTERED OFFICE

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

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(PRAKASH CHAND JAIN)
WHOLETIME DIRECTOR
DIN NO: 00117348

Sd/-

(RAJESH POKERNA)
MANAGING DIRECTOR
DIN NO: 00117365

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure - A to this Notice.
2. **In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) /other Audio-Visual Means (“OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“ACT”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM.**
3. Pursuant to the provisions of the Act, generally a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.vasundhararasayan.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CIL Securities Limited, at <https://www.cilsecurities.com>.
5. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are

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requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company.

6. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of SEBI Listing Regulations, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e. 21.12.2020, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of AGM.
7. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a scan copy of share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card /Passport / Driving Licence / Election Identity Card to hydacc@vrlindia.in for registering email address.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 22.12.2020 to 28.12.2020 (both days inclusive) for the purpose of annual closure.
11. The Company has appointed M/s CIL Securities Limited, Registrar and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.

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12. Pursuant to the provisions of the circulars of MCA on the VC/OVAM, Members can attend the AGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
13. The members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar & Share Transfer Agent – CIL Securities Limited.
15. In case of joint holders, 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 at the AGM.
16. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier
17. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice. Director seeking appointment/re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
18. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
19. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.