
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
Seema Jain	- Whole-time Women Director
Pradeep Kumar Jain	- Independent Director
Pravichandra Majumdar Popatlal	- Independent Director
Rajiv Pritidas Kakodkar	- Independent Director
Rajesh Kumar Jain	- Independent Director

STATUTORY COMMITTEES**AUDIT COMMITTEE**

Pradeep Kumar Jain	- Chairman
Rajesh Kumar Jain	- Member
Pravichandra Majumdar Popatlal	- Member
Sunil Kumar Jain	- Member

NOMINATION & REMUNERATION COMMITTEE:

Pradeep Kumar Jain	- Chairman
Rajesh Kumar Jain	- Member
Pravichandra Majumdar Popatlal	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

RISK MANAGEMENT COMMITTEE:

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

CHIEF FINANCIAL OFFICER

Sunil Kumar Jain

COMPANY SECRETARY

Santosh Kumar Jha

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

Santosh Kumar Jha

REGISTRAR & TRANSFER AGENT

CIL SECURITIES LIMITED
214, Raghavaratna Towers, Chiragali Lane, Abids
Hyderabad, 500001 Phone # +91-040-2320 2465
Email ID: rta@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.: 040-48504557
Email: hydacc@vrlindia.in

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **35th Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held on Friday, 30.09.2022 at 2.30 p.m. through Video Conferencing ("VC")/ other Audio Visual Means ('OAVM'), 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, 2022 and the Reports of the Board of Directors and Auditors thereon; and
2. To declare dividend of Rs.1/- per Equity Share of the Company for the financial year ended 31st March, 2022.
3. To re-appoint M/s.Mamta Jain & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration:

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mamta Jain & Associates, Chartered Accountants (Firm Registration No. 328746E) be and is hereby re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

"RESOLVED FURTHER THAT, the Board of directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

VASUNDHARA RASAYANS LIMITED

4. 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.
5. 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.

Place: Hyderabad

Date: 25-08-2022

REGISTERED OFFICE

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

BY ORDER OF THE BOARD OF DIRECTORS

(PRAKASH CHAND JAIN)
WHOLE TIME DIRECTOR
DIN NO: 00117348

(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.

VASUNDHARA RASAYANS LIMITED

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 ongoing threat posted by the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No.02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 05th May, 2022 (collectively referred to as ‘MCA Circulars’) and read with Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/ 79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, and SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “the Circulars”) company is permitted to hold the Annual General Meeting (“AGM” or “Meeting”) through VC / 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 Circulars, the 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 No. SEBI/HO/CFD/CMD1/CIT/P/2020/79 dated 12 May 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company’s website

VASUNDHARA RASAYANS LIMITED

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 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. 23.09.2022, 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. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
8. Members are requested to register/update their email addresses 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.

VASUNDHARA RASAYANS LIMITED

- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
- 9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 10. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 11. Members who would like to ask questions/express their views on the items of the businesses to be transacted at the AGM can send their questions / comments in advance by visiting URL [https:// www.cilsecurities.com](https://www.cilsecurities.com) and clicking on the tab 'Post your Queries' during the period starting from 27th September, 2022 (9.00 a.m. IST) to 29th September, 2022 (5.00 p.m. IST) mentioning their name, demat account no. / Folio no., Email Id, mobile number etc. The queries so raised must also be mailed to hydacc@vrlindia.in. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
- 12. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2022 to 30.09.2022 (both days inclusive) for the purpose of annual closure.
- 13. 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.
- 14. 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.
- 15. 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.
- 16. 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

VASUNDHARA RASAYANS LIMITED

Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar & Share Transfer Agent – CIL Securities Limited.

17. 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.
18. 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
19. 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.
20. 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.
21. 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.
22. (A) In terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has transferred the unpaid or unclaimed dividend declared to the Investor Education and Protection Fund (the IEPF) established by the Central Government. (B) Members may claim refund of their dividend which has been transferred in IEPF from the IEPF Authority by following the procedure as prescribed under the IEPF Authority (Accounting, Audit Transfer and Refund) Rules, 2016 (as amended from time to time).

VASUNDHARA RASAYANS LIMITED

(C) The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company and can be accessed through the link: www.vrlindia.in.

(D) The details of dividend are given hereunder:

Dividend	Date of Declaration
2014-2015	24-09-2015
2015-2016	- NIL -
2016-2017	29-09-2017
2017-2018	25-08-2018
2018-2019	30-09-2019
2019-2020	28-12-2020
2020-2021	30-09-2021
2021-2022	30-09-2022

The Members who have not yet claimed the dividend are requested to approach to the Company for dividend payment.

- (E) Members are requested to note that pursuant to the provisions of the Companies Act, 2013, Listing Regulations and the IEPF Rules, the Company is also required to transfer the shares to the IEPF Suspense Account in respect of which dividends remained unpaid/ unclaimed for a period of seven consecutive years or more. Incompliance with the said requirements, the Company has transferred shares which were liable to be transferred in favour of IEPF authority in the prescribed manner. Such shares could be claimed from IEPF authority by filing Form No.IEPF5 in the prescribed manner. The details thereof are available on the website of the Company. The said details have also been submitted with Ministry of Corporate Affairs.
23. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/

VASUNDHARA RASAYANS LIMITED

investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of nonavailability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.

24. The Register of Members of the Company will remain closed from 24.09.2022 to 30.09.2022 (both days inclusive) for determining the name of members eligible for dividend on equity shares, and the dividend if declared will be credited to those members whose name shall appear on the Register of Members of the Company as on 23-09-2022. In respect of shares held in electronic form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date. As mentioned in the preceding note, in case of non-availability or non- updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.
25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
26. The Board of Directors has appointed Ms. Rakhi Agarwal, Practising Company Secretary as the Scrutinizer for the purpose of scrutinizing the remote e- voting and e- voting system provide in the Meeting in a fair and transparent manner.
27. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.
28. The results declared along with the report of the scrutinizer shall be placed on