

BOARD OF DIRECTORS

SHRI. PRAKASH CHAND JAIN	MANAGING DIRECTOR
SHRI. SANJAY KUMAR JAIN	EXECUTIVE DIRECTOR
SHRI. SUNIL KUMAR JAIN	WHOLE TIME DIRECTOR
SHRI. RAJESH POKERNA	WHOLE TIME DIRECTOR
SHRI. RAJESH KUMAR JAIN	DIRECTOR
SHRI. PRAVIN P.MAJMUMDAR	DIRECTOR
SHRI. RAJIV PRITIDAS KAKODKAR	DIRECTOR
Dr. PARAG ASHOK SHARMA	DIRECTOR

BANKERS

State Bank of India,
Dadar Branch, Mumbai

AUDITORS

M/s. AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES
12, Waterloo Street
Kolkata - 700 069

REGISTERED OFFICE

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

FACTORY

C-104, MIDC Industrial Area
Mahad, (Dist. Raigad)
Maharashtra.

REGISTRAR & SHARE TRANSFER AGENT

CIL SECURITIES LTD
214 Raghavaratna Towers
Chirag Ali Lane, Abids
Hyderabad-500001.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting of the Members of **VASUNDHARA RASAYANS LIMITED** will be held at its Registered Office of the company at Shed No.42, Phase II, IDA, Mallapur, Hyderabad – 500 076 on Saturday, 27th day of September, 2014 at 11.30 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Dr.Parag Ashok Sharma (Din No.01682643) , who retires by rotation, and is eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 M/s.Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, Registration No.310041E, Kolkatta, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of the meeting for a period of 3 years subject to ratification by the members at every annual general meeting 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 year ended March 31st, 2015.”

4. To decide and declare dividend for the financial year 2013-2014.

AS SPECIAL BUSINESS:

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

“Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act 1956 read with Schedule XIII thereto, but subject to ratification and approval of the shareholders of the Company in the ensuing General Meeting, consent be and is hereby accorded to the revision of remuneration of Shri.Rajesh Pokerna, Whole Time Director of the Company w.e.f 01.04.2014 with payment of remuneration of Rs.75000.00/-p.m to him.”

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 22nd AUGUST, 2014

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself and a proxy need not be a member of the Company. The proxies in order to be effective must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. The register of members and share transfer book of the Company will remain closed from Tuesday 23rd September, 2014 to Saturday 27th, 2014 (both days inclusive).
3. Explanatory Statement as required under section 102 of the companies in respect of special business is annexed hereto.
4. 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.
5. 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.
6. 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.
7. Pursuant to Section 124 of the Companies Act, 2013, Dividend for the financial year ended 2008-09, 2009, 2010, 2010-2011, 2011-12 , 2012-2013 which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund Established by the Central Government. The members who have not en-cashed the Dividend Warrants so far the financial years ended 31.3.2009, 31.3.2010, 31.3.2011,31.3.2012, 31.3.2013 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.”
8. Electronically copy of the Annual Report for 2014 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 2014 is being sent in the permitted mode.

9. Members may also note that the Notice of the 27th Annual General Meeting and Annual Report for 2014 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@vasundhararasayans.in.
10. 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.
11. **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 27th 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).
12. The Company has appointed Ms.Rakhi Agarwal, Practicing Company Secretary as scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

EXPLANATORY STATEMENT - IN RESPECT OF THE SPECIAL BUSINESS PURUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As the members are aware, we have enhanced the remuneration payable to Shri.Rajesh Pokerna, Whole Time Director (Din.No. 00117365) w.e.f. 01.04.2014 as mentioned in the Notice, and the remuneration is recommended by Remuneration Committee and approved by the Board in its meeting on 31.03.2014.

It is proposed to seek the Members approval for the said revision of remuneration payable to Shri.Rajesh Pokerna, Whole Time Director, in terms of applicable provisions of Companies Act. 2013. None of the Directors except Shri.Rajesh Pokerna and his relatives are in any way concerned or interested financial or otherwise, in the resolution set out at the Item No.5 to the Notice.

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 22.08.2014

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

The voting period begins on Thursday, September 25, 2014 at 10.a.m and ends on Friday, September 26, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off- date August 29, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**VASUNDHARA RASAYANS LIMITED**" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. 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.
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 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"> • 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.
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <VASUNDHARA RASAYANS LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- 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.
- 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

REGISTERED OFFICE

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Telangana State.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
(PRAKASH CHAND JAIN)
MANAGING DIRECTOR

Sd/-
(RAJESH POKERNA)
WHOLE TIME DIRECTOR

Dated this 22.08.2014

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 27th Annual Report and Audited Accounts of your Company for the year ended 31st March, 2014.

1. YOUR COMPANY'S SUMMARISED FINANCIAL RESULTS ARE AS UNDER:

(Rupees in thousands)

	CURRENT YEAR ENDED 31.03.2014	PREVIOUS YEAR ENDED 31.03.2013
Turnover	208586314	186373974
Other Income	1434240	2424812
Profit/(Loss) before exceptional, items & taxation	21376075	8255308
Profit/(Loss) before taxation	21366400	8241414
Provision for Taxation		
Net Profit after Taxation	14087596	4807745

2. OPERATIONS

During the year under review the turnover of the Company Rs.20.85 Crores in comparison to the previous year's figure at Rs.18.63 Crores.

The company has achieved net profit after tax which is reported at Rs.140.87 lacs in comparison to profit of Rs.48.07 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.

3. DIVIDEND

Your Directors are proposing 5% dividend during the year.

4. FINANCIAL ACTIVITIES

Even though the company needs more working capital to meet with the production and supply against orders in hand, the company is managing with its present level of working capital facilities.

5. DIRECTORS

In accordance with the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Dr. Parag Ashok Sharma, Director, retires by rotation at the ensuing Annual General Meeting of your Company and being eligible, offers himself for re-appointment. The board has revised the remuneration payable to Sri Rajesh Pokerna. w.e.f. for 1-4-2014.

6. AUDITORS

M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting. The Auditors have furnished a certificate, under section 224(1) of the Companies Act, 1956, of their eligibility for reappointment, therefore Your Directors recommend M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants for appointment as your Company's Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

7. CORPORATE GOVERNANCE

Your Company is committed to business integrity, high ethical values and professionalism in all its activities. As an essential part of this commitment, the Board of Directors support high standards in corporate governance. A separate report on Corporate Governance along with the certificate of the Auditors, M/s Agarwal, Gupta, Nokari & Rustagi Associates, confirming compliance of the conditions of corporate governance, as stipulated under clause 49 of Listing Agreements entered into with the Stock Exchanges is annexed.

8. DEPOSITS

During the year under review, your Company has not accepted any deposits.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

Additional information on conservation of Energy, Technology absorption and foreign exchange earnings and outgo as required to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is set out in Annexure and forms part of this report.

10. PARTICULARS OF EMPLOYEES

None of the employees is drawing remuneration in excess of the ceiling laid down under the provision of Section 217 (2) (A) of the Companies Act, 1956 as amended read with the Companies (particulars of Employees) Rules, 1975.

11. DIRECTORS RESPONSIBILITY STATEMENT

In compliance of recently introduced Section 217 (2AA) in the Companies Act, 1956, your Directors state that:

- i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii) That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state-of-affairs of the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Annual Accounts have been prepared on a going concern basis.

12. ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere thanks and gratitude to the State Bank of India for their continued assistance and co-operation, and the customers for their continued support and patronage.

REGISTERED OFFICE

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Telangana State.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
(PRAKASH CHAND JAIN)
MANAGING DIRECTOR

Sd/-
(RAJESH POKERNA)
WHOLE TIME DIRECTOR

Dated this 22nd Day of August, 2014

ANNEXURE TO THE DIRECTOR'S REPORT

Information under Section 217(i)(e) of Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of Director's Report for the year ended 31st March, 2014.

A. CONSERVATION OF ENERGY

The basic engineering design of the Plant is based on optimum consumption and provision has been made to conserve energy to the maximum possible extent which would reduce the liability on energy bills.

B. TECHNOLOGY ABSORPTION

i) RESEARCH AND DEVELOPMENT

1. Specific areas in which R&D carried out by the Company:

Improvement and up gradation in quality, productivity and process efficiency, Development of new applications for utilization of our products and development of new products.

2. Benefits derived as a result of the above R&D:

Improvement in quality of products, production efficiency and wider application of products manufactured by the Company.

3. R & D Expenditure:

- a) Capital : NIL
- b) Recurring expenditure : NIL

4. Future plan of action:

Improvement in quality of products and process, production efficiency, better product mix, reduction in power and fuel consumption and wider application of the products manufactured by the Company.

ii) TECHNOLOGY ABSORPTION, ADAPTATION AND INTIMATION

For the Company's existing product line there is no technical collaboration.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Outgo: Rs. 34.30 Lacs

Earnings: Rs. 7.41 Crores

Composition

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Corporate Governance:

Vasundhara Rasayans Limited is committed to business integrity and high ethical values. The Company firmly believes in good corporate governance as implementation of the principles of Corporate Governance would encourage the process of collective thinking and bring about professionalisation of corporate management. It would also partially decentralise the responsibility of decision-making. All stakeholders, including shareholders, employees, creditors, customers, suppliers, Government and public at large will benefit by the transparency in and professionalisation of corporate management.

2. Board of Directors : Composition of the Board

The total strength of the Board is Eight.

Directors' Attendance record and directorship

Sl. No.	Name of the Director	Promoter/ Executive/ Independent/ Nominee	No. of Board meetings during the year		Attendance at the last AGM	No. of Director-ships of other Companies.	Member/Chairman of committees other than the Company.
			Held	Attended			
1	Shri. Prakash Chand Jain	C & M.D.	12	12	Yes	4	-
2	Shri.Sanjay Kumar Jain	E.DIRECTOR	12	9	Yes	2	-
3	Shri.Sunil Kumar Jain	WHOLE TIME DIRECTOR	12	12	Yes	3	-
4	Shri.Rajesh Pokerna	WHOLE TIME DIRECTOR	12	12	Yes	2	-
5	Shri.Rajesh Kumar Jain	DIRECTOR	12	-	No	2	-
6	Shri.PravinPMajmumdar	DIRECTOR	12	-	No	-	-
7	Shri.RajivPritidas Kakodkar	DIRECTOR	12	-	No	-	-
8	Dr. Parag Ashok Sharma	DIRECTOR	12	-	No	-	-

Details of Board Meetings:

During the financial year 2013-2014 (12) Board Meetings were conducted as under:

S.No.	Meeting Date
01	29.04.2013
02	27.06.2013
03	15.07.2013
04	18.07.2013
05	29.07.2013
06	24.08.2013
07	28.09.2013
08	04.11.2013
09	06.01.2014
10	11.02.2014
11	14.02.2014
12	31-03-2014

Composition

Committee	Name of the Director	Designation
Audit Committee		
	Mr. Pravin P. Majmumdar	Chairman (Non- Executive Independent Director)
	Mr. Rajiv P. Kakodkar	Member (Non- Executive Independent Director)
	Mr. Prakash Chand Jain	Member(Managing Director)
Shareholder/ Investor Grievance Committee		
	Mr. Pravin P. Majmumdar	Chairman (Non- Executive Independent Director)
	Mr. Rajiv P. Kakodkar	Member (Non- Executive Independent Director)
	Mr. Prakash Chand Jain	Member (Managing Director)
Nomination&Remuneration Committee		
	Mr. Pravin P. Majmumdar	Chairman (Non- Executive Independent Director)
	Mr. Rajiv P. Kakodkar	Member (Non- Executive Independent Director)
	Mr. Parag A. Sharma	Member (Non- Executive Independent Director)

Composition

The Investors' Grievances Committee comprises of three directors, viz., Shri Prakash Chand Jain, Chairman, Shri Sunil Kumar Jain, and Shri.Rajesh Pokerna.

Details of the Share Transfer & Shareholders'/Investors' Grievances Committee Meetings:

As the Committee was reconstituted on 07.10.2005. The committee met 3 (Three) times during the year.

<u>Name of the Director</u>	<u>No. of Meetings</u>	<u>No. of Meetings attended</u>
1. Shri.Prakash Chand Jain	3	3
2. Shri.Sunil Kumar Jain	3	3
3. Shri.Rajesh Pokerna	3	3

The minutes of the Investors' Grievances Committee Meetings are duly noted by the Board at the Board Meetings.

Composition

6. General Body Meetings:

Year/Period	Day, Date & Time	Location
2010-2011	Thursday, September 29, at 11.30 A.M.	Shed No.42, Phase II, IDA Mallapur, Hyderabad-500 076
2011-2012	Friday, September 28, at 11.30 A.M.	Shed No.42, Phase II, IDA Mallapur, Hyderabad-500 076
2012-2013	Saturday, September 28, at 11.30 A.M.	Shed No.42, Phase II, IDA Mallapur, Hyderabad-500 076

No business was required to be transacted through postal ballot at the above meetings. Similarly, no business is required to be transacted through postal ballot at the forthcoming annual general meeting.

7. Disclosure on materially significant related party transactions:

Related party transactions have been disclosed under Note B-6 in Schedule 19 to the Accounts for the year under review. A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. The Pricing of all the transactions with the related parties were as on arms length basis. The Company did not have any significant related party transactions. Which may have potential Conflict with the interest of the Company.

8. Means of communication:

Quarterly, half yearly and annual financial results of the Company are communicated to the stock exchanges immediately after the same are considered by the Board and are published in prominent English and Telugu newspapers as required by **SEBI**.

9. General Shareowner information:

INVESTOR RELATIONSHIP DIVISION - AT THE SERVICE OF THE ESTEEMED SHAREOWNERS

Sensitive, prompt, proactive and courteous services are the cornerstones for a matured and successful service delivery mechanism. The modern era has seen the advantages of technology being translate into innovative and user-friendly services. Organization sensitive to customers and investor needs would be the preferred choice.

ANNUAL GENERAL MEETING

The 27th Annual General Meeting will be held on 27.09.2014 at Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500076 at 11.30 am.

FINANCIAL CALENDAR

First quarter results	July 2013
Second quarter results	October 2013
Third quarter results	January 2014
Fourth quarter results	April 2014

BOOK CLOSURE

The register of members and the share transfer register will remain closed from Tuesday, 23rd September, 2014 to 27th September, 2014 (both days including).

SHARES LISTED AT

The equity shares of the Company are listed at:

1. M/s PUNE STOCK EXCHANGE LTD
'Shivleela Chambers'
752, Sadashiv Peth
R.B. Kumthekar Marg
PUNE - 411 030
2. M/s OTC Exchange of India
92, Maker Towers-F
Cuffe Parade
MUMBAI - 400 005

Dematerialisation of shares and liquidity

The Company's shares are tradable compulsorily in electronic form and are available for trading in the depository system of "National Securities Depository Ltd" (NSDL). The International Securities Identification Number (ISIN) of the shares of the Company as allotted by NSDL is "INE406F01010". As on 31.03.2014 a total of 2476320 equity shares of the Company stand dematerialised.

MARKET PRICE DATA

The Equity Shares of the Company have not been traded during the year. Therefore, the Market price information is not available.

Registrar & Share transfer agent:

CIL SECURITIES LIMITED
214, Raghava Ratna Towers,
Chirag Ali Lane,
Abids, Hyderabad – 500 001.

Status of Investor Complaints received during the financial year 2014

SI.No	Nature of Complaint	Received	Cleared
1	Non-receipt of Duplicate Share Certificates	Nil	Nil
2	Transmission	Nil	Nil
3	Any other complaints	01	01
	Total	01	01

SHARE HOLDING PROFILE

1. SHAREHOLDING PATTERN AS ON 31-03-2014

Type of Holder	Shares	% of Capital
1.Foreign Holding	500	0.016
2.Bodies Corporate	123500	3.885
3.Promoters, Directors	1879920	59.150
4.General Public.	1174280	36.949
	3178200	100.00
	=====	=====

Plant Location

C-104, MIDC Industrial Area,
Mahad - 402 309,
Dist: Raigad, Maharashtra (India)

Anubha Samariya
Company Secretary

Vasundhara Rasayans Ltd

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

Contact Person

Prakashchand Jain
compliance officer

Address for Correspondence

Vasundhara Rasayans Ltd

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VASUNDHARA RASAYANS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of VASUNDHARA RASAYANS LIMITED, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standards notified under the Act read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2 As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**

Chartered Accountants
Firm Reg. No-310041E

B. C. KHAITAN

(Partner)

Membership No.17387

12, Waterloo Street, Kolkata - 700 069

Dated this 22nd day of August 2014

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of VASUNDHARA RASAYANS LIMITED on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a system of verifying all its major fixed assets over a period of three years . The fixed assets so scheduled for verification during this year have been physically verified by the management. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- (c) During the year the Company has not disposed off any substantial/major part of fixed assets, which may affect the going concern status of the company.
- (ii) (a) As per the information furnished the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stock, the frequency of the physical verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of company and the nature of its business.
- (c) The company is maintaining proper records of inventory. In our opinion discrepancies noticed on physical verification were not material in relation to the operation of the company and the same have been properly dealt with in the books of account.
- (iii) (a) The Company had taken loan from one party covered in the register maintained under Section 301 of the Companies Act,1956. The maximum amount involved during the year was Rs 394.5/- Lacs and the year end balance of loan taken from such parties was Rs 235/- Lacs.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loans have been taken from the parties listed in the register maintained under Section 301 of the Companies Act,1956 are not, prima facie, prejudicial to the interest of the Company.

- c) The Company had not given any loan to party covered in the register maintained under Section 301 of the Companies Act,1956.
- (d) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loans had been given to the parties listed in the register maintained under Section 301 of the Companies Act,1956 are not, prima facie, prejudicial to the interest of the Company.
- (e) In respect of loans given, repayment of the principal amount is as stipulated and payment of interest have been regular.
- (f) There is no overdue amount of loans taken / given from / to parties listed in the register maintained under Section 301 of the Companies Act,1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that, sub clause (a) & (b) of clause of the Companies(Auditors Report) order 2003 are not applicable since no contracts or arrangements referred to in Section 301 of the Companies Act,1956 have been entered into by the company during the year.
- (vi) The Company has not accepted any deposit from the Public within the meaning of Section 58A and 58AA of the companies Act,1956.
- (vii) In our opinion, the internal audit functions carried out during the year by a M/s. S.B KABRA & CO. appointed by the management have been commensurate with the size of the company and the nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1) of the Companies Act, 1956 in respect of all its product and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (ix) (a) According to the information and explanations given to us and records examined by us, the company is generally depositing with appropriate authorities undisputed statutory dues including provident fund , investors education and protection fund, employees' state insurance, income tax, sales tax , service tax, custom duty, excise

duty, cess and other statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable;

(b) According to the information and explanations given to us, no undisputed amounts were payable in respect of Income tax, sales tax, custom duty and cess, as at 31st March, 2014 for a period of more than six months from the date they became payable;

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- (xi) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the company has not defaulted in repayment of dues to any Financial Institution or Bank.
- (xii) According to the information and explanations given to us, and based on the documents and records produced to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi /mutual benefit fund / societies ;
- (xiv) In respect of dealing / trading in securities and other investment, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The securities have been held by the Company, in its own name.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken, by its holding company, fellow subsidiaries, associates and others, from bank or financial institution.
- (xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long term investment and no long term funds have been used to finance short term assets.
- (xviii) The Company has not made any preferential allotment of shares to parties of companies covered in the register maintained under section 301 of the companies Act, 1956.

- (xix) According to the information and explanations given to us, during the period covered by our Audit report, the company has not issued any debentures during the year. Therefore, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order,2003 are not applicable to the company.
- (xx) The company has not raised any money through a public issue during the year.
- (xxi) Based upon the audit procedures performed by us for expressing our opinion on these financial statements and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**
Chartered Accountants
Firm Reg. No-310041E

B. C. KHAITAN
(Partner)
Membership No.17387
12, Waterloo Street, Kolkata - 700 069
Dated this 22nd day of August 2014

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENTS

Pharmaceuticals and Generics

The Indian Pharmaceuticals market, valued at around ` 612 billion (IMS, MAT March 2013), is a highly fragmented market with a large number of players spread across therapy segments. Growing at ~10 per cent per annum, it continues to be a predominantly “branded generics” market with more than 5,000 players and over 50,000 brands.

India is projected to be one of the fastest growing Pharmaceutical markets in the world. However, recent developments with respect to price controls (New Pharmaceutical Pricing Policy 2012), non-recognition of patents, compulsory licensing and lower GDP growth will serve to act as a dampener in the short and medium term and be to the long term detriment of the patient.

Increasing urbanization, rising life expectancy and sedentary lifestyles persists, resulting in a growing prevalence of lifestyle diseases such as cardiovascular ailments and diabetes. The gradual change in disease pattern from acute to chronic continues with the acute segment still playing a dominant role. Consequently, there is an increasing demand for products to treat these medical conditions.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE.

The Company is engaged primarily in the business of manufacture and export of Active Pharmaceutical Products for Antacid formulations and accordingly there are no separate reportable segments.

OUTLOOK

The year 2013-14 had been crucial for the pharmaceutical industries. The Global Economies witnessed a subdued growth with diverging growth paths across major economies. Hence, the Company is expecting to improve its performance and profitability in future

OPPORTUNITIES

The Pharmaceutical industry in India is the world's third-largest in terms of volume and stands 14th in terms of value. Further, Indian pharmaceuticals industry is expected to grow by 19% in 2013. Indian is now among the top five pharmaceuticals emerging markets. There will be new drug launches, new drug filings and Phase II clinical trials throughout the year. On the back of increasing sales of generic medicines, continued growth in chronic therapies and a greater penetration in rural markets, the domestic pharmaceutical market is expected to register a strong double digit growth of 13-14 percent in year 2013.

Moreover the increasing population of the higher-income group in the country will open a potential US\$

8 billion market for multinational companies selling costly drugs by 2015. Besides the domestic pharma market is estimated to touch US\$ 20 billion by 2015 making India a lucrative destination of clinical trials for global giants. Further estimates the healthcare market in India to reach US\$ 31.59 billion by 2020.

THREATS & CONCERNS

Over the past decade, pharmaceuticals companies have entered a difficult period where shareholders, the market and the regulators have created significant pressures for change within the industry. The core issues of most of the drug companies are declining productivity of in-house R&D, patent expiration of number of block buster drugs, increasing legal and regulatory concerns and pricing issues. As a result, larger pharmaceutical companies are shifting to new business model with greater outsourcing of discovery services, clinical research and manufacturing.

Current global financial conditions and the threat of broad recession accelerated the timetable for implementing transformational changes in global organizations, as the industry confronts lower corporate stock prices and increasingly cost-averse customer. A leader of the largest global pharmaceutical companies recognizes the needs for transformational changes in their organizations, but will need to move swiftly to ensure sustained growth.

Transformations in the business model of larger pharmaceutical industry spell more opportunity for Indian pharmaceutical companies. Pharmaceutical production costs are almost 50 percent lower in India than in western nations, while overall R&D costs are about one-eighth and clinical trial expenses around One - tenth of western levels.

RISK MANAGEMENT

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management.

The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected to computer server operated by the Company. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. Updated tools are regularly loaded to ensure a virus free environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilisation of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of independent firms of professionals to function as internal auditors and provide reports on various activities covering observations on adequacy of internal controls and their recommendations. Findings of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board. During the year, internal audit team of Company performed audits of major operational areas of the Company and carried out elaborate checks and verification and shared their findings with top management for remediation of minor gaps wherever required.

Financial Performance

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

AUDITORS CERTIFICATION

To
The Members of
M/s. VASUNDHARA RASAYANS LIMITED
SHED NO.42, PHASE II, IDA, MALLAPUR,
HYDERABAD – 500 076

We have examined the Compliance of the Conditions of Corporate Governance by VASUNDHARA RASAYANS LIMITED for the year ended on March 31, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance note issued by the Institute Of Chartered Accountants of India, we have to state that based on the report given by the Registrar of Company to the investor's Grievance Committee, there was no Investors' Grievance matter remaining unattended for more than 30 days as on 31st March, 2013, against the Company.

We further state that such Compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : 22 nd Day of August, 2014

For Agarwal Gupta Nokari & Rustagi Associates
Chartered Accountants

(B.C.Khaitan)
Partner
M. No.017387
Firm Reg. No : 310041E

CEO/CFO CERTIFICATION

We have reviewed financial statements and the Cash Flow statement for the year and that to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
- ii. These statements together present a true and fair view of the Company's affairs and comply with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee :

1. Significant changes in the internal control during the year;
2. Significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: Hyderabad
Directors
Date: 22nd Day of August, 2014

For and on behalf of Board of

Sd/-
Prakash Chand Jain
Managing Director

Declaration of Code of Conduct

As provided under Clause 49 of the listing agreement with the Stock Exchange the Board members and the senior management personnel have affirmed compliance with the Code of Conduct for the Board of Directors and senior management for the year ended 31st March 2014.

Place: Hyderabad
Directors

Date: 22nd Day of August, 2014

For and on behalf of Board of

Sd/-

Prakash Chand Jain
Managing Director

VASUNDHARA RASAYANS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2014

PARTICULARS	Note No.	AS AT 31.03.2014 Rs.	AS AT 31.03.2013 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2	31,782,000	31,782,000
(b) Reserves and surplus	3	33,327,653	21,099,225
		65,109,653	52,881,225
Non-current liabilities			
(a) Long-term borrowings	4	13,800,510	22,531,396
(b) Deferred tax liabilities (Net)	5	4,014,819	4,734,295
(c) Other Non Current liabilities	6	47,975	47,975
		17,863,304	27,313,666
Current liabilities			
(a) Short-term borrowings	7	30,572,870	42,852,707
(b) Trade payables	8	12,605,825	13,649,457
(c) Other current liabilities	9	5,672,462	10,419,013
(d) Short-term provisions	10	12,390,770	4,853,032
		61,241,927	71,774,209
TOTAL		144,214,884	151,969,101
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	57,919,206	65,298,038
(ii) Capital Work in Progress	11	3,125,000	-
(b) Long-term loans and advances	12	602,250	602,250
(c) Non - Current investments	13	-	299,417
		61,646,456	66,199,705
Current assets			
(a) Current investments	14	1,775,600	1,487,600
(b) Inventories	15	11,694,544	9,494,922
(c) Trade receivables	16	37,488,732	47,322,386
(d) Cash and cash equivalents	17	1,566,056	3,732,559
(e) Short-term loans and advances	18	29,482,219	23,436,573
(f) Other current assets	19	561,277	295,356
		82,568,428	85,769,396
TOTAL		144,214,884	151,969,101

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

1 to 42

As per our report of even date attached

FOR AGARWAL GUPTA NOKARI & RUSTAGI ASSOCIATES

Chartered Accountants.
Firm Reg. No.: 310041E

(B. C. KHAITAN)

Partner
Membership No. :017387
12, Waterloo Street, Kolkata - 700 069
Dated this 22nd day of August, 2014

1. Prakash Chand Jain
Managing Director

2. Rajesh Pokerna
Whole Time Director

Statement of Profit and loss for the year ended 31.03.2014

Particulars	Note No.	As at 31st March,2014	As at 31st March,2013
<u>Income</u>			
Revenue from operations	20	208,586,314	186,373,974
Other income	21	1,434,240	2,424,812
Total Revenue		210,020,553	188,798,786
<u>Expenses</u>			
Cost of materials consumed	22	110,176,549	93,059,396
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	(1,084,425)	10,429,156
Employee benefits expense	24	21,376,703	17,942,885
Finance costs	25	5,935,872	7,219,093
Depreciation and amortization expense	26	9,202,074	9,160,018
Other expenses	27	43,037,705	42,732,930
Total expenses		188,644,478	180,543,478
Profit before exceptional items and tax		21,376,075	8,255,308
Exceptional items	28	9,675	13,894
Profit before tax		21,366,400	8,241,414
Tax expense:	29		
(1) Current tax		7,998,280	3,833,674
(2) Deferred tax Adjustment		(719,476)	(400,006)
Profit for the period		14,087,596	4,807,745
Earnings per equity share :	30		
(1) Basic		4.43	1.51
(2) Diluted		4.43	1.51

**SIGNIFICANT ACCOUNTING POLICIES AND
NOTES ON FINANCIAL STATEMENTS**

1 to 42

As per our report of even date attached

**FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**

Chartered Accountants.
Firm Reg. No.: 310041E

(B. C. KHAITAN)

Partner
Membership No. :017387
12, Waterloo Street, Kolkata - 700 069
Dated this 22nd day of August, 2014

DIRECTORS

1. Prakash Chand Jain
Managing Director

2. Rajesh Pokerna
Whole Time Director

==== VASUNDHARA RASAYANS LIMITED ====

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

PARTICULARS	At at 31.03.2014 Rs.		At at 31.03.2013 Rs.	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		21366400		8241414
ADJUSTMENT FOR:				
DEPRECIATION	9202074		9160018	
Profit on sale of Investment.	-		(137,235)	
Provision for Workmen Comensation Fund	-		91,512	
Interest Received	(100730)		(395,229)	
Prior period Expenses Paid during the year.	9,675		13,894	
Interest Paid	5935872	15046891	7219093	15952053
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		36413291		24193467
ADJUSTED FOR:				
Trade And Other Receivable	9,567,733		(13594354)	
Inventories	(2,199,622)		8,083,025	
Loans & Advances	1,253,770		(2897455)	
Trade Payables and others	(5,790,183)	2,831,698	3,728,093	(4680691)
CASH GENERATED FROM OPERATIONS		39244989		19512776
CASH FLOW BEFORE EXTRA ORDINARY ITEMS		39244989		19512776
Extra Ordinary Items				
Expense Of earlier Years.		9,675		13,894
NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID		39235314		19498882
Taxes Paid During The Year	(7466680)	(7466680)	(2955184)	(2955184)
NET CASH FROM OPERATING ACTIVITIES (A)		31768634		16543698
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase Of Fixed Assets	(4948242)		(3579164)	
Purchase Of Investments	(288000)		(344980)	
Sale Of Investment	-		1637235	
Interest Received	100730		395229	
		(5135512)		(1891680)
NET CASH USED IN INVESTING ACTIVITIES (B)		(5135512)		(1891680)

VASUNDHARA RASAYANS LIMITED

PARTICULARS	At at 31.03.2014 Rs.		At at 31.03.2013 Rs.	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Repayment of Long Term Borrowings	(8730886)		(2815460)	
Proceeds From/(Repayment of) Short Term Borrowings	(12279837)		(768729)	
Interest Paid	(5935872)		(7219093)	
Dividend Paid	(1853030)	(28799625)	(1853030)	(12656312)
NET CASH USED IN FINANCING ACTIVITIES (C)		(28799625)		(12656312)
D. NET (DECREASE) IN CASH CASH EQUILANENT (A+B+C)		(2166503)		1995706
NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS				
CASH AND CASH EQUIVAULENTS AS AT 1-04-2013	3732559		1736853	
LESS:CASH AND CASH EQUIVALENTS AS AT 31-03-2014	1566056		3732559	
		(2166503)		1995706

Note:-

- i) Figures in brackets represents cash outflow from respective activities.
- ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement notified under the Companies (Accounting Standard) Rules, 2006.
- iii) Previous year figures have been regrouped/rearranged where ever found necessary to make them comparable with those of the current year.

The Schedules Referred to above Form an integral Part of the Balance Sheet referred to in our report of even date.

**FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**

Chartered Accountants.
Firm Reg. No.: 310041E

(B. C. KHAITAN)

Partner
Membership No. :017387
12, Waterloo Street, Kolkata - 700 069
Dated this 22nd day of August, 2014

**1. Prakash Chand Jain
Managing Director**

**2. Rajesh Pokerna
Whole Time Director**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED 31ST MARCH, 2014

NOTE - 1

a) ACCOUNTING CONVENTION:

The Financial Statements are prepared on an accrual basis and are in accordance with the requirement of the Companies Act, 1956 and the applicable Accounting Standards.

b) FIXED ASSETS:

Fixed Assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of inward freight ,taxes and other incidental expenses incurred to bring the assets to their working condition for intended use.

c) DEPRECIATION:

Depreciation is provided for under straight line method at the rates and manner specified Schedule XIV of the Companies Act, 1956.

d) PURCHASES:

Purchase includes the materials issued for production which has also been shown under raw materials consumption.

e) REVENUE RECOGNITION:

Sale of goods and services are recognized on despatch of goods or when services are rendered.

f) INVENTORIES:

(1) Raw materials are valued at cost

(2) Work in Progress is valued raw material cost and proportion of process cost.

(3) Finished goods are valued at lower of cost of sales exclusive of excise duty and net realizable value.

g) FOREIGN CURRENCY TRANSACTIONS:

- (i) Foreign Currency Transactions are recorded at the exchange rate prevailing on the date of transaction with overseas clients.
- (ii) Exchange difference arising on Foreign Currency Transactions are recognized as income or expenses in the period in which they arise.

h) RETIREMENT BENEFITS:

LEAVE PAY:

Provision/payment of leave pay is made as per the agreement with the employees.

i) INCOME TAX:

Income Taxes are computed using the tax effect accounting method, where taxes are accrued in the same period the related revenue and expenses arises. A provision is made for income tax annually based on the tax liability computed after Considering tax allowance and exemptions.

The differences that result between the profit offered for income taxes and profit as per financial statements are identified and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying value at each balance sheet date.

j) EARNINGS PER SHARE:

In determining earnings per share the company considers the net profit after tax and includes post tax effect of any extra ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The company does not have any dilutive potential equity shares.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 2

Share Capital	As at 31st March,2014 Rs.	As at 31st March,2013 Rs.
Authorised 45,00,000 Equity Shares of Rs.10/- each	45000000	45000000
Issued, Subscribed & Paid up 31,78,200 Equity Shares of Rs.10/- each fully paid in cash	31782000	31782000
Total	31782000	31782000

NOTE 2. 1

The reconciliation of the Number of Shares Outstanding and the amount of Share Capital.:

Particulars	Equity Shares (31.03.2014)		Equity Shares (31.03.2013)	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the	3178200	31782000	3178200	31782000
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	3178200	31782000	3178200	31782000

NOTE 2. 2

All the equity shares carry equal rights and obligations including for dividend and with respect to voting.

NOTE 2. 3

Share held by holding company	As at 31st March,2014		As at 31st March,2013	
	Numbers	Rs.	Numbers	Rs.
P & J Cretechem Private Limited	1879920	18799200	1879920	18799200

NOTE 2. 4

The details of Shareholders holding more than 5% shares:

SR NO	Name of Shareholder	As at 31st March,2014		As at 31st March,2013	
		No. of Shares held	% of Holding	No. of hares held	% of Holding
1	P & J Cretechem Private Limited	1879920	59.15	1879920	59.15
2	Prashant Shrimal	250000	7.87	250000	7.87
	TOTAL		67.02		67.02

2.5 The Company has not issued any securities convertible into equity / preference shares.

2.6 During any of the last years from year ended 31st March, 2014

- a) No shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash.
- b) No shares were allotted as fully paid up by way of bonus shares.
- c) No shares were bought back.

2.7 Each holder of equity shares is entitled to one vote per share

NOTES ON FINANCIAL STATEMENTS FOR YEAR ENDED 31ST MARCH 2014

NOTE 3

<u>Reserves & Surplus</u>	As at 31st March,2014	As at 31st March,2013
a. Capital Reserves		
Balance as per last financial statement	2125000	2125000
Closing Balance (A)	2125000	2125000
b. Surplus in the statement of profit & loss		
Balance as per last financial statement	18974225	16019510
Add: Profit for the year	14087596	4807745
Less: Appropriations		
Proposed final equity dividend (amount Rs.0.50 per shares)	1589100	1589100
(Previous year Rs. 0.50 per shares)	270068	263930
Tax on proposed equity dividend		
Net surplus in the statement of profit and loss (B)	31202653	18974225
Total(A +B)	33327653	21099225

NOTE 4

(In Rupees)

<u>Long Term Borrowings</u>	As at 31st March,2014	As at 31st March,2013
<u>Secured</u>		
SBI - Term loan	7836517	15918985
SBI - Export Packing Credit	5963993	6612411
Total	13800510	22531396

Nature of Security and terms of repayment for long term secured borrowing

NATURE OF SECURITY

Term loan amounting to Rs.7836517/- (March 31.03.2013 Rs.15918985/-) is secured by Exclusive and specific charge on the assets Shed, Plant & Machinery.

TERMS OF REPAYMENT

Repayable in 77 months Installments commencing from April,2010. Last Installment due in September,2016. Rate of Interest acquired under the loan for Land & Factory 13.25% p.a. at year end.

NOTE 5

(In Rupees)

<u>Deferred tax Liabilities</u>	As at 31st March,2014	As at 31st March,2013
Deferred tax liabilities (Net)	4014819	4734295
Total	4014819	4734295

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

NOTE 6

(In Rupees)

<u>Other Non-current Liabilities</u>	As at 31st March,2014	As at 31st March,2013
Deposit & Public Issue Refund	47975	47975
Total	47975	47975

NOTE 7

(In Rupees)

<u>Short Term Borrowings</u>	As at 31st March,2014	As at 31st March,2013
<u>Secured</u>		
a) Working Capital Loans		
SBI - Cash Credit	7072870	7752707
(A)	7072870	7752707
<u>Unsecured</u>		
(a) Loans and advances from related parties	23500000	32850000
(b) Other loans and advances	-	2250000
(B)	23500000	35100000
Total (A+B)	30572870	42852707

NOTE 8

(In Rupees)

<u>Trade payable</u>	As at 31st March,2014	As at 31st March,2013
Sundry Creditors	12605825	13649457
Total	12605825	13649457

NOTE 9

(In Rupees)

<u>Other Current Liabilities</u>	As at 31st March,2014	As at 31st March,2013
Liabilities for Expenses	5672462	10419013
Total	5672462	10419013

VASUNDHARA RASAYANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

NOTE 10

(In Rupees)

Short Term Provisions	As at 31st March,2014	As at 31st March,2013
Proposed dividend on equity shares capital	1589100	1589100
Tax on proposed equity dividend	270068	263930
Provision for Workmen Compensation	91512	91512
Provision for taxation F.Y. (2013-14)	7531600	-
Provision for taxation F.Y. (2012-13)	2908490	2908490
Total	12390770	4853032

NOTE 12

(In Rupees)

Long Term Loans and Advances	As at 31st March,2014	As at 31st March,2013
<u>Other loans and advances</u>		
Advance against Residential Flat	602250	602250
Total	602250	602250

NOTE 13

(In Rupees)

Non-Current Investments	As at 31st March,2014	As at 31st March,2013
Plan Assets - Gratuity (Net of PVDBO)	-	299417
Total	-	299417

NOTE 14

(In Rupees)

Current Investments	As at 31st March,2014	As at 31st March,2013
Other Investments		
(a) Investments in Mutual Funds Reliance Mutual Fund (SIP)	1080000	792000
(b) Investments in Shares MMA CEPT Co.Operative Society Ltd. (No. of Equity Shares 6956 @100/- each)	695600	695600
Total	1775600	1487600

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR 31ST MARCH 2014

NOTE – 11

S. No.	FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
		Rate %	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
I	Tangible Assets											
1.	LAND		676,446		-	676,446	-	-	-	676,446	676,446	
2.	PLANT & MACHINERY											
	[A] UNIT-1 PLANT & MACHINERY	7.42	63,750,394	1,651,697	-	65,402,09	54,870,054	4,814,294		59,684,347	5,717,744	8,880,340
	[B] UNIT-2 PLANT	7.42	32,281,496	-	-	1	6,913,840	2,395,287		9,309,127	22,972,369	25,367,656
3.	FACTORY BUILDINGS											
	[A] UNIT-1 FACTORY BUILDING	3.34	19,802,595	-	-	19,802,59	8,901,682	661,407		9,563,088	10,239,507	10,900,913
	[B] UNIT-2 IBAP FACTORY BUILDING	3.34	12,716,514	-	-	5	1,249,480	424,732		1,674,211	11,042,303	11,467,034
	[C] VRL COLONY	3.34	3,575,994	-	-	4	12,716,51	119,438		597,509	2,978,485	3,097,923
4.	LAB & FIRE FIGHTING EQUIPMENT	4.75	390,942	54,750	-	445,692	315,923	20,056		335,978	109,714	75,019
5.	FURNITURE & FIXTURES	6.33	862,935	61,200	-	924,135	729,117	54,959		784,075	140,060	133,818
6.	OFFICE EQUIPMENT	6.33	1,325,931	55,595	-	1,381,526	1,153,731	85,330		1,239,061	142,465	172,200
7.	COMPUTER	6.21	1,102,341	-	-	1,102,341	1,042,000	60,341		1,102,341	-	60,341
8.	ELECTRICAL INSTALLATION											
	[A] UNIT-1 ELECTRICAL INSTALLATION	6.33	2,434,186	-	-	2,434,186	2,434,186	-		2,434,186	-	-
	[B] UNIT-2	6.33	3,573,635	-	-	3,573,635	652,322	226,211		878,533	2,695,102	2,921,313
9.	TOOLS & EQUIPMENT	4.75	54,264	-	-	54,264	32,226	2,578		34,803	19,461	22,038
10.	VEHICLES	9.5	3,020,639	-	-	3,020,639	1,973,163	286,961		2,260,123	760,516	1,047,476
11.	FORK LIFT	7.42	680,350	-	-	680,350	204,832	50,482		255,314	425,036	475,518
	Total (I)		46,248,662	1,823,242	-	48,071,904	80,950,624	9,202,074	-	90,152,698	57,919,206	65,298,038
	(Previous Year)										65298038	70878892
II.	Capital Work in progress										3,125,000	-
	Total (II)										3,125,000	-
	Grand Total (I + II)										61,044,206	65,298,038

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

NOTE 15

(In Rupees)

<u>Inventories</u>	As at 31st March,2014	As at 31st March,2013
a. Raw Materials and components (Valued at Cost)	7495645	6263742
b. Work-in-progress (Valued at Estimated Cost)	230100	524540
c. Stock-in-trade.	3064870	1686005
d. Consumable Stores (Valued at Cost)	165774	365523
e. Packing Materials (Valued at Cost)	738155	655112
Total	11694544	9494922

NOTE 16

<u>Trade Receivables</u>	As at 31st March,2014	As at 31st March,2013
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	37488732	45754610
	37488732	45754610
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	-	1567776
	-	1567776
Total	37488732	47322386

NOTE 17

<u>Cash and cash equivalents</u>	As at 31st March,2014	As at 31st March,2013
a. Balances with Scheduled Banks * Current Accounts*	1352064	3498119
b. Cash in hand	213992	234440
Total	1566056	3732559

* Balances with Banks includes Unclaimed Dividend of Rs. 176080(Previous Year Rs.176080)

NOTE 18

<u>Short-term loans and advances</u>	As at 31st March,2014	As at 31st March,2013
Others		
Advance to Suppliers and Others	3821592	1944846
Advance to Staff	466815	337450
Deposits	3442725	3116875
Balance with Revenue Authorities		
Balance with Sales Tax Authority	6173243	6173243
Balance with Excise Authority	3615733	7457985
Advance Income Tax - 2013-14	7484155	-
Income Tax paid of previous years	4477956	4406174
Total	29482219	23436573

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

NOTE 19

<u>Other Current Assets</u>	s at 31st March,2014	As at 31st March,2013
Prepaid Expenses	317297	98565
Interest on FD Receivable	243980	196791
Total	561277	295356

NOTE 20

<u>Revenue from operation</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
Sale of products	198828053	177475494
Income from services - Job Work	24736663	21783368
	223564716	199258862
Less: Excise duty	14978402	12884888
Total	208586314	186373974

NOTE 21

<u>Other Income</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
Duty Drawback	857050	945205
Interest Received (Gross)	199170	395229
Profit on sale of Investment	-	137235
Misc. Income	378020	938492
Sundry Balances Written Off	-	8651
Total	1434240	2424812

NOTE 22

<u>Particulars</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
COST OF MATERIALS CONSUMED		
Inventory at the beginning of the year	7284377	4938246
Add: Purchases of Raw Material, Consumables, Packing Materials & Utilities during the year	111291746	95405527
	118576123	100343773
Less: Inventory at the end of the year	8399574	7284377
Cost of raw materials consumed	110176549	93059396
Details of raw materials consumed		
Soda Ash Light	10574352	10017281
Furnance Oil	10060918	11738769
Steam Coal	9831650	8593493
Aluminium Chloride Solution	14613	5590
Magnesium Hydroxide	23334147	11888727
Aluminium Sulphate	10088	1414632
Aluminium Hydroxide	19099586	18265989
Others	37251195	31134915
	110176549	93059396
Details of raw materials inventory		
Furnance Oil	624484	462497
Steam Coal	71322	270465
Magnesium Hydroxide	1110603	420000
Aluminium Hydroxide	1985778	2258000
Others	4607388	3873415
	8399574	7284377

NOTE 23

(In Rupees)

<u>Particulars</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
CHANGES IN INVENTORIES FINISHED GOODS		
At the beginning of the Period	495805	7138630
At the end of the Period	2035420	495805
	(1539615)	6642825
WORK-IN-PROGRESS		
At the beginning of the Period	524540	717545
At the end of the Period	230100	524540
	294440	193005
FINISHED GOODS FOR FURTHER PROCESSING		
At the beginning of the Period	1190200	4783526
At the end of the Period	1029450	1190200
	160750	3593326
Total	(1084425)	10429156
Details of inventory		
<u>Finished goods</u>		
Dried Aluminium Hydroxide Gel	1286300	49875
Magnesium Hydroxide	402750	-
Aluminium Trihydrate	162000	-
Aluminium Hydroxide Paste	148,500	
Magnesium Tri Silicate	-	343680
Aluminium Hydroxide (Amorph)	-	25500
Others	35870	76750
	2035420	495805
<u>Work-in-progress</u>		
Dried aluminium hydroxide gel	34000	-
Megaldrate Cake	-	126000
MgSo4 Soln.	72500	37500
Soda Soln.	16800	280000
Sodium Aluminate	39600	29520
Amonia Gas Process	67,200	51,520
	230100	524540
<u>Finished goods for further processing</u>		
Dried Aluminium Hydroxide Gel	311500	311500
Aluminium Hydroxide (Amorph)	437750	457750
Megaldrate (First Stage)	-	40000
Megaldrate (Final Stage)	154450	154450
Others	125750	226500
	1029450	1190200

NOTE 24

<u>Employee Benefits Expense</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
(a) Salaries, Wages and Bonus	17025523	15508121
(b) Contributions to EPF and Other Funds.	1010223	558473
(c) Staff Welfare Expenses	2739017	1459085
(d) Gratuity and Workmen Compensation	601940	417206
Total	21376703	17942885

NOTE 25

Finance Cost	For the year ended 31st March 2014	For the year ended 31st March 2013
Interest To	2285702	3401697
Bank To	3650170	3817396
Others		
Total	5935872	7219093

NOTE 26

<u>Depreciation & Amortization</u>	For the year ended 31st March, 2014	For the year ended 31st March,2013
Depreciation	9202074	9160018
Total	9202074	9160018

Note 27

<u>Other Expenses</u>	or the year ended 31st March 2014	For the year ended 31st March 2013
Manufacturing Expenses		
Analytical/Testing/Processing Charges	30,549	26,300
Boiler Operation Charges	980,413	900,990
Carriage in Ward	881,954	3,166,587
Electricity Charges	12,655,803	13,235,865
Generator Maintenance	421,422	130,084
Packing & Forwarding Charges	64,817	32,174
Repairs and Maintenance of Factory Buildings	1,213,365	991,102
Repairs and Maintenance of Plant & Machinery	1,027,694	2,250,039
Repairs and Maintenance of Others	2,294,646	394,469
Waste Effluent Expenses	182,515	-
Water Charges	5,378,420	4,282,615
Total (A)	25,131,598	25,410,225
Administrative, selling and other expenses		
Advertisment Expenses	26,720	11,468
Agency Charges	123,650	199,160
AGM Expenses	21,360	2,097
Bank Charges	467,578	383,411
Bad Debts	108,796	1,695,168
Books, Subscriptions & Periodicals	900	2,995
Business Promotion Expenses	641,648	752,309
Carriage Outward	713,125	174,271
Certificate of Origin Expenses	38,339	40,264
Commission on Sales	2,868,039	1,432,647
Conveyance Expenses	596,314	437,943
Directors Remuneration	2,160,000	1,920,000
Discounts	277,115	1,132,141
Donation	1,552,500	-
Exchange Fluctuation	103,638	401,263
Filing Fees	10,206	4,721

VASUNDHARA RASAYANS LIMITED

Fork Lift Maintenance	75,082	64,131
Fumigation/Pest Control Expenses	38,005	64,533
General Expenses	37,204	57,574
Guest Houses Maintenance	96,018	29,917
Insurance Expenses	409,286	371,510
Labour Welfare	21,208	1,776
LIC Charges	18,619	-
Listing and Registration Charges	15,000	27,000
Membership Fee	44,500	60,000
Ocean/Air Freight Charges	3,128,092	4,036,957
Office Maintenance	131,829	280,788
Other Charges for Export	148,492	171,487
Postage & Courier Charges	224,761	437,281
Printing & Stationery Expenses	366,912	187,778
Professional Charges	401,895	645,890
Rates & Taxes	421,796	198,099
Rent Paid	397,124	368,313
Telephone, Cellphone and Internet Expenses	348,253	330,591
Travelling Expenses	995,375	628,537
Vehicle Maintenance	305,222	312,716
VRL Colony Maintenance	83,111	70,967
Weighment, Hamali, Loading & Unloading Expenses	331,602	269,941
Remuneration to Auditors:		
Audit Fee	156,794	117,061
Total (B)	17,906,107	17,322,705
Total(A+B)	43,037,705	42,732,930

NOTES ON FINANCIAL STATEMENTS

Note 28

<u>Exceptional Items</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
Prior Period Expenses	9,675	13,894
Total	9,675	13,894

Note 29

<u>Tax Expense</u>	For the year ended 31 March, 2014	For the year ended 31 March 2013
(a) Current Tax		
Provision for Income Tax	7,531,600	2,908,490
Add: Debited during the year	466,680	925,184
Balance debited to P/L A/c	7,998,280	3,833,674
(b) Deferred Tax Liability Adjustment	(719,476)	(400,006)

Note 30

<u>Earning per share</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
Numerator used for Calculating basic and diluted Earning Per Share - Profit After Taxation	14,087,596	4,807,745
Weighted average no. of Shares used as denominator for Calculating EPS.	3,178,200	3,178,200
Nominal Value Per Share	10	10
Basic and Diluted Earning Per Share	4.43	1.51

<u>Payment to Auditor as</u>	For the year ended 31st March 2014	For the year ended 31st March 2013
a. Statutory audit fee	52,500	52,500
b. Internal audit fee	60,000	30,000
c. Tax audit fee	15,000	15,000
d. Reimbursement of expenses	29,294	19,561
Total	156,794	117,061

VASUNDHARA RASAYANS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE : 31 - AS Per AS- 18 Related Party Disclosures:

List of related parties with whom transactions have taken place during the year

STATUS	<u>NAME OF THE RELATED PARTY</u>
<i>Holding Company:</i>	<i>P & J Cretechem Pvt. Ltd.</i>
<i>Entities having Common Control (Others):</i>	<i>Taurus Chemicals Pvt.Ltd.</i>
<i>Key Managerial Personnel</i>	<i>Prakash Chand Jain Rajesh Pokerna Sunil Kumar Jain Sanjay kumar Jain</i>
<i>Relatives Of Key Managerial Person</i>	<i>Alka Devi Jain</i>

ii) Transactions during the year with related parties :

S.No	Nature of Transaction	Holding Company	Key Managerial Personnel	Relatives	Others	Total
1.	Purchase of Goods	<i>54,218</i>	-	-	20,624 <i>228,356</i>	20,624 <i>282,574</i>
2.	Sale of goods	2,238,543 <i>45,843</i>	-	-	20,034,888 <i>12,994,670</i>	22,273,431 <i>13,040,513</i>
3.	Remuneration		2,160,000 <i>1,920,000</i>		-	2,160,000 <i>1,920,000</i>
4.	Loan and advances taken	1,100,000 <i>500,000</i>	-		-	1,100,000 <i>500,000</i>
5.	Loan and advances taken Returned	19,500,000 <i>1,000,000</i>	-	850,000	-	20,350,000 <i>1,000,000</i>
6.	Interest On Loans and Advances Taken	3,619,430 <i>3,715,396</i>	-	30,740 <i>102,000</i>		3,650,170 <i>3,817,396</i>
Balance as at 31st March, 2014						-
7.	Unsecured Borrowings	23,500,000 <i>32,000,000</i>	-	-	-	23,500,000 <i>32,850,000</i>
8.	Trade Payables	-	-	-	<i>41,216</i>	41,216
9.	Trade Receivables	-	-	-	3,395,980 <i>3,155,022</i>	3,395,980 <i>3,155,022</i>

Note :- Figures in Italic represents Previous Year's amount.

Disclosure in Respect of Material Related Party Transaction during the year :-

Particulars	Relationship	2013-14	2012-13
Purchase of Goods			
Taurus Chemicals Pvt.Ltd.	Others	20,624	228,356
P&J Cretechem Pvt. Ltd	Holding Company	-	54,218
Sale of goods			
P&J Cretechem Pvt. Ltd	Holding Company	2,238,543	45,843
Taurus Chemicals Pvt.Ltd.	Others	20,034,888	12,994,670
Remuneration			
Prakash Chand Jain	Key Managerial	600,000	600,000
Sunil Kumar Jain	Key Managerial	600,000	600,000
Rajesh Pokerna	Key Managerial	600,000	600,000
Sanjay Kumar Jain	Key Managerial	360,000	120,000
Loan and advances taken.			
P&J Cretechem Pvt. Ltd	Holding Company	11,000,000	500,000
Alka Devi Jain	Relative	-	-
Loan and advances taken Returned.			
Alka Devi Jain	Relative	850,000	-
P&J Cretechem Pvt. Ltd	Holding Company	19,500,000	1,000,000
Interest on Loans & Advances Taken			
Alka Devi Jain	Relative	30,740	102,000
P&J Cretechem Pvt. Ltd	Holding Company	3,619,430	3,715,396
Balance as at 31st March, 2014			
Unsecured Borrowings			
Alka Devi Jain	Relative	-	850,000
P&J Cretechem Pvt. Ltd	Holding Company	23,500,000	32,000,000
Trade Payables			
Taurus Chemicals Pvt.Ltd.	Others	-	41,216
Trade Receivables			
Taurus Chemicals Pvt.Ltd.	Others	3,395,980	3,155,022

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

32 Contingent liabilities provided for Rs. Nil. (Previous Year: Rs. Nil).

33 DEFERRED TAX LIABILITIES:

i) Deferred Tax Assets and Liabilities have been considered in Accordance with AS- 22, issued by the ICAI.

ii) Computation of Deferred Tax Liabilities (Net)

	Upto 31.03.2013	For the Current year	As on 31.03.2014
DEFERRED TAX LIABILITIES			
a) Tax impact of difference between carrying amount of fixed assets in Financial statement and Income Tax	4,734,295	(719,476)	4,014,819
	4,734,295	(719,476)	4,014,819

34 Retirement Benefit - Gratuity

The company has an unfunded defined contribution gratuity plan. Every employee who has completed 5 years or more of service is eligible for a gratuity on departure at 15 days salary (last drawn salary) per each completed year of service.

Consequent to the adoption of revised AS- 15 Employee Benefits issued under Companies (Accounting Standards) Amendment Rules 2008, the following disclosures have been made as required by the standard.

The following tables summaries the component of the net employee benefit expenses recognised in the profit and loss account, and the fund status and amount recognised in the balance sheet for the gratuity benefit plan.

34.1 Statement of Profit and Loss

Net Employee Benefit Expenses (recognized in employee cost)

<u>Particulars</u>	<u>2013-14</u>	<u>2012-13</u>
Current Service Cost	126,205	105,216
Interest on defined benefit obligation	137,891	122,117
Expected return on plan assets	(177,422)	(160,550)
Net actuarial losses/(gains) recognized in the year	515,266	(12,124)
Total included in employee benefit expense	601,940	54,659

34.2 Balance Sheet

Details of Provision for Gratuity as per Actuary Report

<u>Particulars</u>	<u>2013-14</u>	<u>2012-13</u>
Liability at the end of the Year	2,436,890	1,723,643
Fair Value of plan assets at the end of the year	2,243,446	2,023,060
Difference	193,444	(299,417)
Unrecognised past service cost	-	-
Unrecognised transition liability	-	-
Amount in Balance Sheet	193,444	(299,417)

34.3 Changes in the present value of the defined benefit obligation are as follows:

<u>Particulars</u>	<u>2013-14</u>	<u>2012-13</u>
Liability at the beginning of the Year	1,723,643	1,526,463
Interest Cost	137,891	122,117
Current Service Cost	126,205	105,216
Past Service Cost (non vested benefit)	-	-
Past Service Cost (vested benefit)	-	-
Benefits paid	66,115	18,029
Actuarial (Gain)/Loss	515,266	(12,124)
Liability at the end of the Year	2436890	1723643

34.4 Table Showing Fair Value of Plan Assets

	<u>2013-14</u>	<u>2012-13</u>
Fair Value of Plan Assets at the beginning of the Year	2,023,060	1,768,900
Actual Return on Plan Assets	177,422	160,550
Contributions	109,079	111,639
Benefits paid	66,115	(18,029)
Fair Value of Plan Assets at the end of the Year	2,243,446	2,023,060
Funded Status	193,444	299,417

34.5 Actuarial (Gain)/Loss Recognised

	<u>2013-14</u>	<u>2012-13</u>
Actuarial (Gain)/Loss on obligations	515,266	(12,124)
Actuarial (Gain)/Loss for the year on plan assets	-	-
Net Actuarial (Gain)/Loss	515,266	(12,124)

34.6 The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

<u>Particulars</u>	<u>2013-14</u>
Investments with insurer	100%

Principal actuarial assumptions as at the balance sheet date:

VASUNDHARA RASAYANS LIMITED

<u>Particulars</u>	<u>2013-14</u>
Discount Rate	8%
Salary Escalation	4%
Employee Attrition Rate	2%

34.7 The Company has also made provision for Liability related to their employees who are not covered under the above scheme. The balance of this Non-Funded Liability as on 31.03.2014 is Rs.905865/- (Previous year Rs.905865/-).

35 The Company's significant leasing arrangements are in respect of operating lease for premises (Residential for Directors & Employees, Guest House, Offices etc). The leasing arrangements, which are not non-cancelable, range between 11 months and 3 years generally or longer and are usually renewable by mutual consent between the parties. The amount of lease rent paid is debited to Rent Account.

36 **Reporting Segment (Geographical Segment):** *(Figures in Lakhs)*

	<u>Export</u>	<u>Domestic</u>	<u>Total</u>
Sales	740.76	1,097.74	1,838.50
Less: Direct Expenses (Freight)	34.00	7.13	41.13
Less: Allocated Mfg. Exp (RM + Mfg. Exp.)	545.18	807.90	1,353.08
Add: Increase in Stock	-	10.84	10.84
Segment Result			455.13
Less: Unallocated Overheads (Employee Cost + Admn.Exp + Interest + Depreciation - Freight)			503.07
Add: Other Income			261.71
NET PROFIT BEFORE TAX			213.77
Less: Earlier year Expenditure			0.1
Less: Provision for Income Tax			79.98
Add: Reversal of Deferred Tax Liabilities			7.19
PROFIT FOR THE PERIOD			140.88

37 Additional Information pursuant to provision of paragraph 3(ii)(d), 4C & 40 of part 11 of Schedule VI of the Companies Act, 1956.

(a) Licensed & Installed Capacity:

1. Total installed capacity in powder form is 1500 MT. per annum of Unit-I.
2. Total installed capacity of IBAP Plant is 2400 MT. per annum of Unit-II.

IBAP Plant is engaged and doing the conversion job of various parties only and the said plant does not have its own Manufacturing product.

**=====
VASUNDHARA RASAYANS LIMITED
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38	Consumption of Raw Material	2013-2014		2012-2013	
	Raw Material type	%	(Rs in lacs)	%	(Rs in lacs)
	Imported	3.60%	39.70	3.78%	35.22
	Indigeneous	96.40%	1062.07	96.22%	895.37
			<u>1101.77</u>		<u>930.59</u>
39.	Earning in foreign exchange during the year	2013-2014		2012-2013	
	Export Sale	Rs		Rs	
		<u>74,075,918</u>		<u>97,015,995</u>	
		<u>74,075,918</u>		<u>97,015,995</u>	
40	Expenditure in Foreign Currency during the Year	2013-2014		2012-2013	
		Rs		Rs	
	Travelling Expense	-		163,500	
		<u>-</u>		<u>163,500</u>	

41 The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006. Hence, disclosures if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have not been made.

42 Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with current year's classification / disclosure.

The figures have been rounded off to nearest rupee.

Signature to Schedule 1 to 42

FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES
Chartered Accountants.

1.PRAKASH CHAND JAIN
Managing Director

(B. C. KHAITAN)
Partner
Membership No. :017387
Firm Reg. No.: 310032E
12, Waterloo Street, Kolkata - 700 069
Dated this 22nd day of August ,2014

2.RAJESH POKERNA
Whole Time Director

**=====
VASUNDHARA RASAYANS LIMITED
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VASUNDHARA RASAYANS LIMITED
SHED NO,42, PHASE-II IDA, MALLAPUR, HYDERABAD-500 076

Form No. MGT - 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L24110TG1987PLC007242

Name of the company : VASUNDHARA RASAYANS LIMITED

Registered Office : SHED NO,42, PHASE-II IDA, MALLAPUR, HYDERABAD-500076

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No./ Client Id & DP ID :

Affix 1 Rupee Revenue Stamp

I/We, being the Member(s) of.....shares of the above named company, hereby appoint :

1. Name :

Address :

E-mail Id :

Signature :, or failing him

2. Name :

Address :

E-mail Id :

Signature :, or failing him

3. Name :

Address :

E-mail Id :

Signature :, or failing him

as my/our proxy to attend and vote (on a poll)for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Saturday 27th Day of September, 2014 at 11.30 A.M. at SHED NO,42, PHASE-II IDA, MALLAPUR, HYDERABAD-500 076 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Adoption of Accounts and Reports
2. Re-Appointment of Director retiring by rotation
3. Appointment of Statutory Auditors
4. Decide and Declare Dividend
5. Revision of Remuneration of Whole Time Director

Signed this _____ day of _____ 2014

Signature of shareholder / Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

Attendance by
(Please tick the appropriate)

1. Member

2. Proxy

3. Authorised Representative

I hereby record my presence at the 27th Annual General Meeting of the Company being held on Saturday, 27th Day of September, 2014 at SHED NO,42, PHASE-II IDA, MALLAPUR, HYDERABAD-500 076

Name of Proxy (in BLOCK LETTERS):

Shareholder's/Proxy's Signature:

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT WITH THEM TO THE ANNUAL GENERAL MEETING