



# VASUNDHARA RASAYANS LTD.

Regd. Office : Shed No. 42, Phase II, IDA Mallapur, Hyderabad - 500076. T.S., INDIA  
Tel : +91 40 23437617/27 CIN No.: L24110TG1987PLC007242 e-mail : info@vrlindia.in  
Mumbai Off. : Hem Prakash Building, 1st Flr., Room No.4, 90/92 Kazi Sayed Street,  
Mandvi, Mumbai - 400003. Maharashtra Tel : +91 22 65806423, 23402924  
Factory : C-104, MIDC, Mahad, Raigad, Maharashtra - 402 309, Tel : +91 2145 232220/1

The  
Stock Exchange,  
The Mumbai Stock Exchange.

Dear Sir,

**Subject: Regulation 34 of SEBI (LODR), 2015.  
Submission of 32<sup>nd</sup> Annual Report for the ANNUAL GENERAL MEETING TO BE HELD ON  
30.09.2019**

**Ref: VASUNDHARA RASAYANS LIMITED  
SCRIP CODE: 538634**

We are enclosing herewith the annual report for the 32<sup>nd</sup> Annual General Meeting of the Company for the financial year 2018-2019 to be held on 30.09.2019. Copies of the said report is also available on the website of the Company.

Thanking You,

Yours truly,  
for VASUNDHARA RASAYANS LIMITED

**RAJESH POKERNA  
WHOLE TIME DIRECTOR  
DIN:00117365**

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**VASUNDHARA RASAYANS LIMITED**

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**BOARD OF DIRECTORS**

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

\*Resigned with effect 15.04.2019

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

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

**NOMINATION & REMUNERATION COMMITTEE:**

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

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

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

**RISK MANAGEMENT COMMITTEE:**

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

**CHIEF FINANCIAL OFFICER**

Sunil Kumar Jain

**COMPANY SECRETARY**

\*\* Ms. Sakshi Sharma

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

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**VASUNDHARA RASAYANS LIMITED**

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**AUDITORS**

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

**INTERNAL AUDITOR**

M/s.S.B.Kabra & Co.  
Chartered Accountant  
3-5-378/1, Metro Towers  
Vithawadi,Narayanaguda  
Hyderabad-500029.

**SECRETARIAL AUDITOR**

Mrs. Rakhi Agarwal  
6-3-660, Flat 520, Block 4,  
Amrit Apartments, Kapadia Lane,  
Somajiguda, Hyderabad -500 082

**COMPLIANCE OFFICER**

\*\* Ms. Sakshi Sharma

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

**REGISTRAR & TRANSFER AGENT**

CIL SECURITIES LIMITED  
214, Raghavaratna Towers,  
Chiragali Lane, Abids  
Hyderabad,500001  
Phone # +91-040-2320 2465  
Email ID: advisors@cilsecurities.com  
Website: www.cilsecurities.com

**FACTORY**

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

**REGISTERED OFFICE:**

Shed no. 42, Phase II,  
IDA, Mallapur,  
Hyderabad – 500076  
Phone no.: 040-23437617, 040-23437623  
Fax no.: 040-23437627  
Email: info@vrlindia.in

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**VASUNDHARA RASAYANS LIMITED**

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**NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING**

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

**ORDINARY BUSINESS:****ORDINARY BUSINESS:**

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

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

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

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

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

**SPECIAL BUSINESS:**

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

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

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

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**VASUNDHARA RASAYANS LIMITED**

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

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

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

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

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

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

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

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

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**VASUNDHARA RASAYANS LIMITED**

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

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

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

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

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

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any

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**VASUNDHARA RASAYANS LIMITED**

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

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

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

**REGISTERED OFFICE**

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

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

Sd/-

**(PRAKASH CHAND JAIN)**

DIRECTOR

DIN NO: 00117348

Sd/-

**(RAJESH POKERNA)**

MANAGING DIRECTOR

DIN NO: 00117365

Dated this 13.08.2019

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**VASUNDHARA RASAYANS LIMITED**

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**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

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



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**VASUNDHARA RASAYANS LIMITED**

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

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

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

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

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

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

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

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

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**VASUNDHARA RASAYANS LIMITED**

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

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**VASUNDHARA RASAYANS LIMITED**

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

- (i) The voting period begins on Thursday, 26<sup>th</sup> September, 2019 at 10:00 am and ends on Monday, 30<sup>th</sup> September, 2019 at 5:00 pm.
- (ii) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date on Wednesday, 23<sup>rd</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "**VASUNDHARA RASAYANS LIMITED**" from the drop down menu and click on "SUBMIT"
- (vi) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

**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)
- 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** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
- BankDetails#** Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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## VASUNDHARA RASAYANS LIMITED

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <VASUNDHARA RASAYANS LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) **Note for Non-Individual Shareholders and Custodians**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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**VASUNDHARA RASAYANS LIMITED**

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**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the

Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

***NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING*****REGISTERED OFFICE**

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

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

Sd/-  
**(PRAKASH CHAND JAIN)**  
DIRECTOR  
DIN NO: 00117348

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

Dated this 13.08.2019

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**VASUNDHARA RASAYANS LIMITED**

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**EXPLANATORY STATEMENT****PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO.4:**

The term of Shri.Sunil Kumar Jain as Whole time director of the company as approved by the members of the Company is completed, after which on the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 13th August, 2019, re-appointed Shri. Sunil Kumar Jain as Whole time director of the Company with effect from 1<sup>st</sup> April, 2019 on the existing terms and conditions.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Shri.Sunil kumar Jain as a Director, as Whole Time Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration

*None of the other Director(s) or key managerial personnel(s) or their relative(s) is, in anyway, concerned or interested in the said resolution.*

**Particulars of Directors seeking appointment and reappointment:-**

<b>Name of Director</b>	<b>Shri. Sunil Kumar Jain</b>
Date of Birth	18.01.1962
Date of Appointment	07.10.2005
Qualification	B.Com.,
Relationship between Directors inter-se	NA
Expertise in specific functional areas	Having vast experience in financial management and administration.
List of Other Companies in which Directorship is held as on 31 <sup>st</sup> March, 2019	1. Jinendra Agro Industries Private Limited 2. PANDJ Cretechem Private Limited 3. Taurus Chemicals Pvt Ltd 4. Rajdhani Hotels Private Limited
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2019	NIL
No. of shares held in the Company	NIL

**=====  
VASUNDHARA RASAYANS LIMITED  
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**ITEM NO.5:**

The term of Shri. Sunil Kumar Jain as Whole time director of the company as approved by the members of the Company is completed, after which on the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 13th August, 2019, re-appointed Shri. Sunil Kumar Jain as Whole time director of the Company with effect from 1<sup>st</sup> April, 2019 on the existing terms and conditions.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Shri. Sunil Kumar Jain as a Director, as Whole Time Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration

*None of the other Director(s) or key managerial personnel(s) or their relative(s) is, in anyway, concerned or interested in the said resolution.*

**Particulars of Directors seeking appointment and reappointment:-**

<b>Name of Director</b>	<b>Shri. Sanjay Kumar Jain</b>
Date of Birth	09.03.1967
Date of Appointment	01.04.2013
Qualification	B.Com.,
Relationship between Directors inter-se	NA
Expertise in specific functional areas	Having experience in marketing
List of Other Companies in which Directorship is held as on 31 <sup>st</sup> March, 2019	1. PANDJ Cretechem Private Limited 2. Taurus Chemicals Pvt Ltd 3. Winning Edge Impex Private Limited 4. STI Logistics Private Limited 5. Simplex Fintrade Pvt. Ltd. 6. STI Developers Private Limited 7. STI Projects Private Limited 8. STI Metaliks Private Limited 9. Apar Fashion Private Limited
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2019	NIL
No. of shares held in the Company	NIL

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**VASUNDHARA RASAYANS LIMITED**

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**ITEM NO.6 & 7:**

In compliance with the provisions of sections 149, 152 & Schedule IV of the Companies Act, 2013 (the Act) and rules made thereunder as amended, the Company had appointed Shri. Pravinchandra Majumdar Popatlal (DIN: 01954981), and Shri. Rajiv Pritidas Kakodkar (DIN: 01519590) as independent directors, for a term of five consecutive years, at the 28th Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014.

They will be completing their first term of appointment as independent directors on 27<sup>th</sup> September, 2019 and are eligible for reappointment for another term.

In view of the valuable contribution by above directors and based on the positive outcome of the performance evaluation report and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the reappointment of the above mentioned directors as independent directors for a second term of five years as proposed in the respective resolution. The independent directors will not be liable to retire by rotation in terms of the provisions under section 152(6) of the Act. The Company has received declarations from the directors affirming that they meet the criteria of independence under section 149(6) of the Act and under Regulation 16(1) of the SEBI Listing Regulations and are not disqualified from being appointed as independent director in terms of section 164 of the Act.

Copy of the draft letters of re-appointment setting out terms and conditions are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days.

The profile of above mentioned directors has been provided in detail in the Corporate Governance section of the Annual Report. Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 and other applicable provisions are provided in Annexure to the explanatory statement.

The Board recommends resolution nos. 6 & 7 for approval of members by way of Special Resolution. In the opinion of the Board, the abovementioned directors fulfil the criteria of independence as specified in the Act and rules made thereunder and the SEBI Listing Regulations.

Except the directors being reappointed and their relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

**ITEM NO. 8:**

The existing Articles of Association ("AoA") is based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles



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**VASUNDHARA RASAYANS LIMITED**

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in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion. Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting. The Board of Directors recommends the Special Resolution for your approval. No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

Pursuant to Section 149(13) of Companies Act 2013, the independent directors are not liable to retire by rotation. Further Section 152 (6) stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company.

To meet the requirement of the Companies Act, 2013, Company has to modify the relevant articles of its Articles of Association, which restrict the retirement of Managing Director (MD) / Whole Time Director (WTD) by rotation. Accordingly Article 121 is proposed to be amended to provide that MD / WTD will also be liable to retire by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a resolution passed by Board or Shareholders of the Company).

**REGISTERED OFFICE**

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

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

Sd/-

**(PRAKASH CHAND JAIN)**

DIRECTOR

DIN NO: 00117348

Sd/-

**(RAJESH POKERNA)**

MANAGING DIRECTOR

DIN NO: 00117365

Dated this 13.08.2019

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**VASUNDHARA RASAYANS LIMITED**

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**DIRECTORS' REPORT**

To The Members of  
Vasundhara Rasayans Limited

Your Directors have pleasure in presenting the 32<sup>nd</sup> Annual Report of your Company and the Audited financial statements for the financial year ended 31<sup>st</sup> March 2019 together with Auditors' Report thereon.

**FINANCIAL RESULTS**

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

	(Amount in ₹)	
	<b>CURRENT YEAR ENDED 31.03.2019</b>	<b>PREVIOUS YEAR ENDED 31.03.2018</b>
Turnover	19,76,93,143	16,59,68,703
Other Income	1,04,11,711	8,04,53,962
Profit/(Loss) before exceptional, items	2,07,42,971	9,36,47,294
Profit/(Loss) before taxation	2,07,42,971	9,05,47,744
Net Profit after Taxation	1,45,25,596	6,51,93,658

**PERFORMANCE**

During the year under review the turnover of the Company ₹.19.77 Crores in comparison to the previous year's figure at ₹.16.60 Crores. The company has achieved net profit after tax which is reported at ₹.1.45 Crores in comparison to profit of ₹.6.52 Crores in the previous year.

**SECRETARIAL STANDARDS:**

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

**SHARECAPITAL:**

The paid-up Share Capital of the Company as on 31<sup>st</sup> March, 2019 is Rs.3,17,82,000 divided into 31,78,200 equity shares of Rs.10/- each.

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**VASUNDHARA RASAYANS LIMITED**

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**LISTING OF EQUITY SHARES:**

The Company's equity shares are listed on the following Stock Exchange:

(i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India; and

The Company has paid the Annual Listing Fees to the said Stock Exchange for the Financial Year 2019-20.

**DIVIDENDS**

The Board of Directors of your company have recommended 10% dividend for the financial year 2018-19.

**RESERVES**

During the year under review, no amount is allocated or transferred to Reserves.

**FIXED DEPOSITS**

During FY 2018-19, the Company did not accept any deposit within the meaning of sections 73 and 74 of the Act read together with the Companies (Acceptance of Deposits) Rules, 2014.

**DIRECTORS**

Shri. Rajesh Kumar Jain, Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Board recommends re-appointment of Shri. Sunil Kumar Jain, as Whole Time Director of the Company and Shri Sanjay Kumar Jain, as Whole Time Director of the Company, at this Annual General Meeting as mentioned in Notice annexed to this Report.

Further, the Board recommends re-appointment of Shri. Pravinchandra Majumdar Popatlal and Shri. Rajiv Pritidas Kakodkar as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years with effect from 27.09.2019 September, 2019 upto 26th September, 2024 as mentioned in Notice annexed to this Report.

**BOARD EVALUATION**

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

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## **VASUNDHARA RASAYANS LIMITED**

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### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

All Independent Directors of the Company have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

### **NOMINATION AND REMUNERATION POLICY**

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

### **MEETINGS**

During the year (9) Board Meetings and (3) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed

Under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 of the Listing Agreement.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### **RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

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**VASUNDHARA RASAYANS LIMITED**

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The particulars of contracts and arrangements with related parties referred to in sub-section (1) of section 188 is prepared in Form AOC-2 pursuant to clause (h) of the Companies (Accounts) Rules, 2014 and the same is annexed herewith as “**Annexure-I**” to this Report.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT**

No material changes and commitments have occurred after the close of the year till the date of this report which may affect the financial position of the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT**

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

**AUDITORS****Statutory Auditors**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. MAMTA JAIN & ASSOCIATES, Chartered Accountants (Firm Regn No: 328746E) of the Company were appointed as auditors in the Board Meeting held on 28.05.2018 subject to ratification on approval of shareholders in the ensuing general meeting, to hold office for a period of 5 years from financial year 2018-2019 until financial year 2022-2023, 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 years.

**Resignation of auditors:**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder M/s. Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants vide his letter dated 28.05.2018 has resigned from the Statutory Auditors of the Company. Thereafter, the resignation letter of M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants was duly approved by Board of Directors.

**Secretarial Auditors**

The Secretarial Audit Report for the financial year ended 31st March, 2019 is annexed to this report as “**Annexure-II**”. The Report does not contain any qualification, reservation, disclaimer or adverse remark.

The Board, on the recommendation of the Audit Committee, has re-appointed Mrs. Rakhi Agarwal, Company Secretary in Practice in Hyderabad to conduct the secretarial audit of the Company for the FY 19-20. She has confirmed that she is eligible for the said appointment.

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## **VASUNDHARA RASAYANS LIMITED**

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### **Internal Auditors**

M/s. S.B. Kabra & Co., Chartered Accountants performs the duties of internal auditors of the Company and their report is reviewed by the Audit Committee from time to time.

### **Cost Audit**

The Provisions of Section 148 of the Companies Act, 2013 read with The Companies (Cost records and audit) rules, 2014 relating to Maintenance of Cost Records and Cost Audit are not applicable to the Company.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to regulations 34 of the Securities and Exchange Board of India (LODR) Regulations, 2015 (Listing Regulations) the Management Discussion and Analysis Report for the year under review is presented in a separate section, forming part of the annual report

### **CORPORATE GOVERNANCE**

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance enunciated Regulation 27(2) of SEBI (LODR) Regulation with the Stock Exchanges.

A separate report on corporate governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliances forms an integral part of this Report.

### **EXTRACT OF ANNUAL RETURN**

An Extract of the Annual Return of the Company has been placed on the website of the company and can be accessed at [www.vasundhararasayans.in](http://www.vasundhararasayans.in) under the investors information section. The Extract of the Annual Return for FY 2018-19 is given as "**Annexure – III**".

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

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## **VASUNDHARA RASAYANS LIMITED**

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### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Board of your company has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and effectively. Your company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

### **RISK MANAGEMENT**

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management policy/plan for the Company and ensuring its effectiveness. The Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy.

### **HUMAN RESOURCES**

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programs which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

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**VASUNDHARA RASAYANS LIMITED**

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- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2019 on a 'going concern' basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) That devised proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the Annexure forming part of this Report.

**POLICY ON SEXUAL HARRASSEMENT:**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is in compliance with the provisions relating to the constitution of an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2018-19, the Company has not received any Complaints pertaining to Sexual Harassment.



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**VASUNDHARA RASAYANS LIMITED**

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**PARTICULARS OF EMPLOYEES:**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**PARTICULARS OF REMUNERATION:**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

**Name of the Director**

Sanjay Kumar Jain, WTD	6.41
Prakash Chand Jain, Director	4.81
Sunil Kumar Jain, CFO/WTD	6.41
Rajesh Pokerna , MD	14.42
Seema Jain, Women Director	4.81

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

<b>Name of Person</b>	<b>% increase in remuneration</b>
Sanjay Kumar Jain, WTD	—
Prakash Chand Jain, MD	—
Sunil Kumar Jain, CFO/WTD	—
Rajesh Pokerna , WTD	<b>50%</b>
Seema Jain, Women Director	—

- (iii) The percentage decrease in the median remuneration of employees in the financial year 20.11%

- (iv) The number of permanent employees on the rolls of company is 90.

- (v) The explanation on the relationship between average increase in remuneration and company performance; on an average, employees received an increase of Nil.

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

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Rs.
Remuneration of Key Managerial Personnel (KMP)	
during financial year 2018-19 (aggregated)	46,00,000
Total Revenue	19,76,93,143
Remuneration (as % of Total Revenue)	2.33%

- (vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year;

Particulars	Unit	As at 29.03.2019	As at 31.03.2018
Closing rate of share at BSE	Rs.	₹ 37.10	₹ 51.45
EPS (Consolidated)	Rs.	4.57	20.51
Market Capitalization	Rs	11,79,11,220	16,35,18,390
Price Earnings ratio	Ratio	8.11	2.51

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;

Name of Person	Remuneration Per Annum (Rs.)	Total Revenue (Rs.)	Remuneration as % of Total Revenue
Sanjay Kumar Jain, WTD	8,00,000	19,76,93,143	0.40
Prakash Chand Jain, Director	6,00,000	19,76,93,143	0.30
Sunil Kumar Jain, CFO/WTD	8,00,000	19,76,93,143	0.40
Rajesh Pokerna , MD	18,00,000	19,76,93,143	0.91
Seema Jain, Women Director	6,00,000	19,76,93,143	0.30

- (x) The key parameters for any variable component of remuneration availed by the directors -No.

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**VASUNDHARA RASAYANS LIMITED**

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- (x) The key parameters for any variable component of remuneration availed by the directors -No.
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Nil.
- (xii) Affirmation that the remuneration is as per the remuneration policy of the company -  
Yes.

**APPRECIATION:**

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry, despite increased competition from several existing and new players.

**CAUTIONARY STATEMENT:**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

**ACKNOWLEDGEMENTS:**

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, strategic partners, Bankers, Auditors, Registrar and Transfer Agents and all others associated with the Company. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be the Company's endeavor to build and nurture strong links with trade based on mutuality, respect and co-operation with each other.

**REGISTERED OFFICE**

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

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

Sd/-  
**(PRAKASH CHAND JAIN)**  
DIRECTOR  
DIN NO: 00117348

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

Dated this 13.08.2019

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

**ANNEXURE TO THE DIRECTOR'S REPORT**

Information Under Section 134(3)(m) of The Companies Act, 2013, Read with Rules 8(3) of the Companies (Accounts) Rules, 2014:

**F O R M A**

**1. CONSERVATION OF ENERGY:**

- (i) Energy Conservation measures :  
(ii) Total energy consumption : N.A.

**2. TECHNOLOGY ABSORPTION :**

**F O R M - B**

(Disclosure of particulars with respect to Technology Absorption)

**A. Research and Development (R & D) :**

1. Specific areas in which R & D is carried out by the Company : NIL  
2. Benefits derived as a result of the above R & D : NIL  
3. Future plan of action :  
4. Expenditure on R & D :

**B. Technology absorption, adaptation and innovation :**

The Company is making all its efforts for improving productivity, product quality and reducing consumption of scarce raw materials and fuels.

**3. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Total Foreign Exchange used and earned:

- Used : Rs. 57,36,366  
Earned : Rs. 6,06,92,738

**REGISTERED OFFICE**

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

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

Sd/-  
**(PRAKASH CHAND JAIN)**  
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Dated this 13.08.2019

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**VASUNDHARA RASAYANS LIMITED**

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ANNEXURE-I

**FORM NO. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

No transactions

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Sl.No.	(a) Name(s) of the related party and nature of relationship	(b) Nature of contracts/ arrangements/ transactions	(c) Duration of the contracts/ arrangements/ transactions	(d) Salient terms of the contracts or arrangements or Transactions including the value, if any:	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
1	P & J Cretechem Private Limited Holding Company	Purchase of Goods	01-04-2018-31-03-2019	Purchase of Goods of Rs. 6,36,610/-	28/5/2018	—
2	P & J Cretechem Private Limited Holding Company	Sale of Goods	01-04-2018-31-03-2019	Sale of Goods of Rs. 7,38,568/-	28/5/2018	—
3	Taurus Chemicals Private Limited	Purchase of Goods	01-04-2018-31-03-2019	Purchase of Goods of Rs. 84,901/-	28/5/2018	—

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VASUNDHARA RASAYANS LIMITED  
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**ANNEXURE II**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended on 31.03.2019**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS :**

CIN	L24110TG1987PLC007242
Registration Date	05/03/1987
Name of the Company	VASUNDHARA RASAYANS LIMITED
Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company.
Address of the Registered office & contact details	Plot no. 42, Phase II, IDA, Mallapur, Hyderabad, Telangana – 500076.e-mail id:info@vrlindia.in
Whether listed company	Listed
Name, Address & contact details of the Registrar & Transfer Agent, if any.	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500001.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated) – Manufacturing of Bulk Drugs:

S. No.	Name and Description of main products / services	HSN Code of the Product/service	% to Total turnover of the company
1	Dried Aluminum Hydroxide Gel	2818.3000	30.30
2	Magaldrate	2842.9090	15.22
3	Aluminum Hydroxide Paste	2818.3000	36.73

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% shareholding	Applicable Section
P & J CRETECHEM PRIVATE LIMITED	U24222TG2002PTC040102	Holding	61.98%	2(46)

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

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	—	—	—	—	—	—	—	—	—
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	19,69,920	—	19,69,920	61.98	19,69,920	—	19,69,920	61.98	—
e) Banks / FI	—	—	—	—					—
f) Any other	—	—	—	—					—
<b>Total shareholding of Promoter (A)</b>	19,69,920	—	19,69,920	61.98	19,69,920	—	19,69,920	61.98	—
<b>B. Public Shareholding</b>									
1. Institutions	—	—	—	—	—	—	—	—	—
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / FI	—	—	—	—	—	—	—	—	—
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
<b>Sub-total (B)(1):-</b>	—	—	—	—	—	—	—	—	—
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	86,947	1,21,900	2,08,847	6.57	90165	1,21,900	212065	6.67	0.01

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

ii) Overseas	—	—	—						
b) Individuals	—	—	—						
i) Individual share holders holding nominal share capital upto Rs. 2 lakh	2,05,761	4,14,580	6,20,341	19.52	421952	338972	753552	23.71	4.19
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2,13,200	50,000	2,63,200	8.28	182623	50,000	232623	7.32	(0.96)
c) Others (specify)									
Non Resident Indians	8,827	—	8,827	0.28	9508	—	9508	0.29	0.01
Overseas Corporate Bodies	—	—	—	—	—	—	—	—	—
Foreign Nationals	—	—	—	—	—	—	—	—	—
Clearing Members	1,07,065	—	1,07,065	3.37	532	----	532	0.017	(3.353)
Trusts	—	—	—	—	—	—	—	—	—
Foreign Bodies-DR	—	—	—	—	—	—	—	—	—
<b>Sub-total (B)(2):-</b>	<b>6,21,800</b>	<b>5,86,480</b>	<b>12,08,280</b>	<b>38.02</b>	<b>697408</b>	<b>510872</b>	<b>12,08,280</b>	<b>38.02</b>	<b>—</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	6,21,800	5,86,480	12,08,280	38.02	697408	510872	12,08,280	38.02	—
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-								—
<b>GrandTotal(A+B+C)</b>	<b>25,91,720</b>	<b>5,86,480</b>	<b>31,78,200</b>	<b>100</b>	<b>2667328</b>	<b>510872</b>	<b>31,78,200</b>	<b>100</b>	<b>—</b>

**B) Shareholding of Promoter-**

SNo.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	P&J CRETECHEM PRIVATE LIMITED	19,69,920	61.98	—	19,69,920	61.98	—	—



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

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Name of the Share Holder	Shareholding at the beginning of the year (as on 01.04.2018)		Increase / Decrease Shareholding (as on 31.01.2019)			Shareholding at the end of the year (as on 31.03.2019)	
		No. of shares	% of total shares of the company	Date	Reason	No. of shares	No. of shares	% of total shares of the company
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs) :**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/(Decrease) Promoters Share-holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		Cumulative Share-holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	GARG LEASING & FINANCE PRIVATE LIMITED	120000	3.78	—	—	120000	3.78
2	AJAY KUMAR JAIN	118200	3.72	(53200)	(1.67)	65000	2.05
3	PRADEEP KUMAR JAIN	95000	---	—	—	95000	2.99
4	RAMOLI DEALERS PRIVATE LIMITED	80000	2.52	(50084)	(1.58)	29916	0.94
5	VINOD AGARWAL	50000	1.57	—	—	50000	1.57
6	LAKSHMI M	---	---	---	---	22623	0.71
7	PARESH SHAH	13502	0.42	1698	0.06	15200	0.48
8	KUTBUDDIN KHAN SAHEB	---	---	—	—	10000	0.31
9	B. SRINIVAS	12100	0.38	(400)	(0.01)	11700	0.37
10	R. PREMILA	---	---	—	—	11551	0.36

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

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Name of the Share Holder	Shareholding at the beginning of the year (as on 01.04.2017)		Increase / Decrease Shareholding (as on 31.01.2018)			Shareholding at the end of the year (as on 31.03.2018)	
		No. of shares	% of total shares of the company	Date	Reason	No. of shares	No. of shares	% of total shares of the company
1	Prakash Chand Jain	500	0.02	—	—	—	500	0.02

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,40,91,424	-	-	1,40,91,424
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	94,86,776	-	-	94,86,776
<b>Net Change</b>	(94,86,776)		-	(94,86,776)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	46,04,648	-	-	46,04,648
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>46,04,648</b>			<b>46,04,648</b>

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

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Prakash Chand Jain Director P.A ₹	Rajesh Pokerna Managing Director P.A ₹	Sanjay Kumar Jain Whole Time Director P.A ₹	Seema Jain Women Director P.A ₹	Sunil Kumar Jain Whole Time Director P.A ₹	
1	Gross salary	6,00,000	18,00,000	8,00,000	6,00,000	8,00,000	46,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—	—	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—	—	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act,1961	—	—	—	—	—	
2	Stock Option	—	—	—	—	—	
3	Sweat Equity	—	—	—	—	—	
4	Commission- as % of profit- others, specify...	—	—	—	—	—	
5	Others, please specify	—	—	—	—	—	
	Total (A)	6,00,000	18,00,000	8,00,000	6,00,000	8,00,000	46,00,000
	Ceiling as per the Act						

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

**B. Remuneration to other directors:**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Rajesh Kumar Jain Independent Director	Pravin P.Majmumdar Independent Director	Rajiv Paritidas Kakodkar Independent Director	Dr. Parag Ashok Sharma Independent Director	
						₹
1	Independent Directors	—	—	—	—	—
	Fee for attending board committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others, please specify	—	—	—	—	—
	Total (1)	—	—	—	—	—
2	Other Non-Executive Directors	—	—	—	—	—
	Fee for attending board committee meetings	—	—	—	—	—
	Commission	—	—	—	—	—
	Others, please specify	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (B)=(1+2)	—	—	—	—	—
	Total Managerial Remuneration	—	—	—	—	—
	Overall Ceiling as per the Act	—	—	—	—	—

**C. Remuneration Key Managerial Personnel other than MD/MANAGER/WTD**

SN.	Particulars of Remuneration	Key Managerial Personnel		Total
		Siddharth Agarwal Company Secretary	Sunil Kumar Jain Chief Financial Officer	
				₹
1	Gross salary	150000	8,00,000	—
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—

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

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	- as % of profit	—	—	—
	others, specify...	—	—	—
5	Others, please specify	—	—	—
	Total	—	8,00,000	—

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>B. DIRECTORS</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

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**VASUNDHARA RASAYANS LIMITED**

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**RAKHI AGARWAL**  
Company Secretary

6-3-660, Flat 520, Block 4,  
Amrit Apartments,  
Kapadia Lane, Somajiguda,  
Hyderabad -500 082  
*Email: rakhiagarwal79@yahoo.com*

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**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members of  
**VASUNDHARA RASAYANS LIMITED.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions of the Act, Rules and Regulations as mentioned below and the adherence to good corporate practices by **Vasundhara Rasayans Limited** (herein after called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification on the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and other authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on **31<sup>st</sup> March, 2019** (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 ("Audit Period") according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there-under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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**VASUNDHARA RASAYANS LIMITED**

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- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; I, further report that:
  - (a) The Listing Agreement entered into by the Company with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (b) Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Board and General Meetings of the Company.

I, further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- (b) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
- (c) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.

I, further report that

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has complied with the provisions of the Act, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:

- a. maintenance of various statutory registers and documents and making necessary entries therein;

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**VASUNDHARA RASAYANS LIMITED**

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- b. closure of Register of Members;
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;
- d. service of documents by the Company on its Members, Debenture holders, Stock Exchanges, Auditors and the Registrar of Companies;
- e. notice of Board and various Committee meetings of Directors;
- f. meetings of Directors and all the Committees of Directors and passing of circular resolutions;
- g. notice and convening of Annual General Meeting held on 25<sup>th</sup> August, 2018.
- h. minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;
- i. approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required;
- j. constitution of the Board of Directors, Committees of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
- k. payment of remuneration to Directors, Managing Director and Executive Directors;
- l. appointment and remuneration of Statutory Auditors;
- m. transfer and transmission of the Company's shares, issue and allotment of shares and issue and delivery of certificates of shares;
- n. declaration and payment of dividend;
- o. transfer of amounts as required under the Act to the Investor Education and Protection Fund;
- p. borrowings and registration of charges;
- q. report of the Board of Directors;
- r. investment of the Company's funds including inter corporate loans and investments;
- s. generally, all other applicable provisions of the Act and the Rules thereunder.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that,** having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-



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**VASUNDHARA RASAYANS LIMITED**

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check basis, the Company has complied with the specific industry related laws as applicable specifically:

- (a) Customs Act, 1962 and the rules made thereunder as applicable;
- (b) Central Excise Act, 1944 and the rules made thereunder as applicable.
- (c) Rule 3(4) A.P. Shops and Establishment Rule, 1990.
- (d) Labour Act, 1970 or Labour Act, 2015 and rule made thereunder applicable
- (e) A.P. Tax on Professional, Trades Calling and Employment, 1987 and the rules made thereunder as applicable.
- (f) Employees Provident Fund Scheme, 1952 and the rules made thereunder as applicable.
- (g) Employee Pension Scheme, 1995 and the rules made thereunder as applicable.
- (h) Employees Deposit Linked Insurance Scheme, 1976 and the rules made thereunder as applicable.
- (i) Industrial Dispute Act, 1947 and the rules made thereunder as applicable.
- (j) Factories Act, 1948 and its other related acts, and the rules made thereunder as applicable.
- (k) Payment of Gratuity Act, 1972 and the rules made thereunder as applicable.

**I further report that** during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

We have relied on the information supplied and representation made by the company and its officers, agents, for systems and mechanism followed by the company for compliance under the applicable Acts, Laws and Regulations to the Company

Place: Hyderabad

Date: 13.08.2019

**For RAKHI AGARWAL**  
**COMPANY SECRETARY**  
**FCS NO.7047**  
**CP NO.6270**

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

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**VASUNDHARA RASAYANS LIMITED**

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**‘ANNEXURE A’**

To,  
The Members of

**VASUNDHARA RASAYANS LIMITED,**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad

Date: 13.08.2019

**RAKHI AGARWAL**

**COMPANY SECRETARY**

**FCS NO.7047  
CP NO.6270**

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Vasundhara Rasayans Limited to set the highest standards of Corporate Governance right from its inception benchmarked with the best class practices across the globe. Effective Corporate Governance is the manifestation of professional beliefs and values, which configures the organizational values, credo and actions of its employees. The aim of "Good Corporate Governance" is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and all other partners. It integrates all the participants involved in a process, which is economic, and at the same time social.

Hence it harmonizes the need for a company to strike a balance at all times between the need to enhance shareholders' wealth whilst not in any way being detrimental to the interests of the other stakeholders in the company.

### 2. BOARD OF DIRECTORS:

#### a) Composition and Category of Directors:

In terms of compliance with the requirement of SEBI (LODR) Regulations, 2015, the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As on 31<sup>st</sup> March, 2019, the Board consist of the following:

\* 5 Executive Directors;

· & 6 Non-Executive Director out of which 4 Independent Directors .

#### b) Attendance of each director at the Board meetings and the last Annual General Meeting:

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31.03.2019 has been set out here below:

Sl. No	Name of Director	No. of Board Meetings		Attendance at last AGM on 25.08.2018
		Held	Attended	
1	Shri. Prakash Chand Jain	9	6	No
2	Shri. Sanjay Kumar Jain	9	9	Yes
3	Shri. Sunil Kumar Jain	9	9	Yes
4	Shri. Rajesh Pokerna	9	9	Yes
5	Shri. Rajesh Kumar Jain	9	3	No
6	Shri. Pravin P.Majmumdar	9	2	No
7	Shri. Rajiv Paritidas Kakodkar	9	2	No
8	Smt. Parag Ashok Sharma	9	2	No
9	Smt. Seema Jain	9	3	No
10	Shri. Pradeep Kumar Jain	9	3	No
11	Shri. Khivraj Naresh Kumar	9	3	No

**=====  
VASUNDHARA RASAYANS LIMITED  
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**c) Number of other Directorships, Committee Membership(s) & Chairmanship(s):**

Sl. No.	Name of the Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Prakash Chand Jain	10	—	—
2	Sanjay Kumar Jain	9	—	—
3	Sunil Kumar Jain	4	—	—
4	Rajesh Pokerna	2	—	—
5	Rajesh Kumar Jain	5	—	—
6	Pravin P.Majmumdar	0	—	—
7	Rajiv Paritidas Kakodkar	1	—	—
8	Dr. Parag Ashok Sharma	0	—	—
9	Seema Jain	0	—	—
10	Pradeep Kumar Jain	0	—	—
11	Khivraj Naresh Kumar	1	—	—

- The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.
- The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015 and erstwhile Clause 49(II)(D)(2) of the Listing Agreement.

**d) Number of Board Meetings held and the date on which held:**

In terms of compliance with the requirement of SEBI (LODR) Regulations, 13 (THIRTEEN) Board Meetings were held during the financial year ended 31.03.2019. The maximum gap between any two Board Meetings was not more than 120 days at any time.

The dates on which the Board meetings were held are:

28.05.2018	13.08.2018	25.08.2018	09.10.2018
12.11.2018	15.11.2018	03.12.2018	14.02.2019
30.03.2019			

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**VASUNDHARA RASAYANS LIMITED**

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**e) Disclosure of relationship between directors inter-se**

Shri. Sunil Kumar Jain, Wholetime Director is a relative of Smt. Seema Jain, Woman Director, none of the Directors are related to any other Director.

**f) Shares held by Non-Executive Directors**

The number of equity shares of the Company held by the non-executive directors, as on 31.03.2019 are as follows:

<b>Sl.No</b>	<b>Name of the Director</b>	<b>No of Equity Shares</b>
1	Shri. Rajesh Kumar Jain	-
2	Shri. Pravin P. Majmumdar	-
3	Shri. Rajiv Pritidas Kakodkar	-
4	Shri. Parag Ashok Sharma	-
5	Shri. Pradeep Kumar Jain	-
6	Smt. Khivraj Naresh Kumar	-

**g) The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:**

- Knowledge - understand the Company's business, policies, and culture (including its mission, vision, Values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
- Behavioral Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders.
- Strategic thinking and decision making
- Financial Skills
- Technical/Professional skills and specialized knowledge to assist the ongoing aspects of the Business.

**h) Confirmation from the Board:**

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and

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**VASUNDHARA RASAYANS LIMITED**

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Disclosure Requirements) Regulations, 2015 and they are independent of the management.

i) No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the financial year ended 31<sup>st</sup> March, 2019.

**BOARD COMMITTEES:**

Details of the Board Committees and other related information are provided hereunder:

**3. AUDIT COMMITTEE:****(i) Brief description of terms of reference:**

The terms of reference stipulated by the Board to the Audit Committee includes review of the following:

- \* Management Discussion and Analysis of financial condition and results of operations;
- \* Statement of significant related party transactions submitted by Management;
- \* Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- \* Internal Audit Reports relating to internal control weaknesses; and
- \* The appointment, removal and terms of remuneration of the Chief Internal Auditor.
- \* Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- \* Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit fees.
- \* Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- \* The annual financial statements before submission to the Board for approval, with particular reference to following with the Management:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (3C) of Section 134 of the Companies Act, 2013
  - ii. Changes, if any, in accounting policies and practices and reasons for the same.
  - iii. Major accounting entries involving estimates based on the exercise of judgment by Management

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- iv. Significant adjustments made in the financial statements arising out of Audit findings
  - v. Compliance with listing and other legal requirements relating to financial statements
  - vi. Disclosure of any related party transactions
  - vii. Qualifications in the draft Audit Report.
- \* Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
  - \* Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
  - \* Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - \* Discussion with Internal Auditors any significant findings and follow up there on.
  - \* Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - \* Discussion with Statutory Auditors before the Audit commences, about the nature and scope of Audit as well as post-Audit discussion to ascertain any area of concern.
  - \* To review the functioning of the Whistle Blower Mechanism.
  - \* To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

**(ii) Composition:**

The Company's Audit Committee comprises of the following Directors all of whom are Non-Executive, the majority being Independent Directors:

<b>Sl.No</b>	<b>Name of Director</b>	<b>Designation</b>
1	Pradeep Kumar Jain	Chairman
2	Khivraj Naresh Kumar	Member

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3 Rajesh Kumar Jain Member

The Company continued to derive immense benefit from the deliberation of the Audit Committee comprising of three Non-Executive Independent Directors and two Non-Executive Director. As Shri Pradeep Kumar Jain who is heading the Audit Committee as Chairman having rich experience and professional knowledge in Finance, Accounts and Company Law, the members always added the value for the Company. Minutes of each Audit Committee are placed before the Board and discussed in the meeting.

**(iii) Meeting and attendance during the year:**

In terms of compliance with the requirement of Regulation 18 of SEBI (LODR) Regulations, 2015 the Audit Committee met 3 (Three) times during the financial year under review, on 13.08.2018, 12.11.2018 & 14.02.2019 and the attendance of the members of the Audit Committee as recorded is as under:

<b>SI No</b>	<b>Name of the Director</b>	<b>No. of Meetings Attended</b>
1	Pradeep Kumar Jain	3
2	Khivraj Naresh Kumar	3
3	Rajesh Kumar Jain	3

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

**4. NOMINATION & REMUNERATION COMMITTEE: Brief description of terms of reference:**

The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- a. Identifying and selection of persons for appointment as directors and senior management in accordance with the criteria laid down and to recommend to the Board their appointment.
- b. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- c. Recommend/review remuneration of the Managing Director and Whole time Director(s) based on performance and defined assessment criteria.
- d. Recommend to the Board a policy for selection and appointment of Directors, Key Managerial Personnel and other senior management positions.



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- e. Formulate and review criteria for evaluation of performance of the Board of Directors
- f. Devise a policy on Board diversity.
- g. Succession planning for the Board level and key management positions.
- h. Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification/amendment.

**(ii) Composition:**

<b>Sl.No</b>	<b>Name of Director</b>	<b>Designation</b>
1	Pradeep Kumar Jain	Chairman
2	Khivraj Naresh Kumar	Member
3	Rajesh Kumar Jain	Member

**(iii) Attendance during the year:**

The Remuneration Committee met 1 (One) time, during the financial year under review, 14.02.2019. The attendance of the meeting by the members of the Committee as recorded is as under:

<b>S. No</b>	<b>Name of the Director</b>	<b>No. of Meetings Attended</b>
1	Pradeep Kumar Jain	3
2	Khivraj Naresh Kumar	3
3	Rajesh Kumar Jain	3

**REMUNERATION POLICY:**

The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, interalia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. The extract of the same is as follows:

**a) Remuneration to Executive Director and KMP:**

Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.

**b) Remuneration to Non-Executive Directors:**

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof.

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**(i) Details of Remuneration of Non – Executive Directors:**

The Company is not paying Sitting fees to all the Non-executive Directors.

**(ii) Pecuniary relationship or transactions of Non-Executive Director:**

The Non-Executive Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its Management, which in the opinion of the Board may affect independence of judgment of such Directors.

**(iii) Details of Remuneration to Executive Directors:**

	(Amount in ₹)				
Name of Director	Salary	H R A	Commission	Perks	Total
Prakash Chand Jain, Director	6,00,000	—	—	—	6,00,000
Sanjay Kumar Jain, WTD	8,00,000	—	—	—	8,00,000
Sunil Kumar Jain, CFO/WTD	8,00,000	—	—	—	8,00,000
Rajesh Pokerna , MD	18,00,000	—	—	—	18,00,000
Seema Jain, Women Director	6,00,000	—	—	—	6,00,000
<b>TOTAL</b>	<b>46,00,000</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>46,00,000</b>

**FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:**

Your Company follows a structured orientation and familiarisation programme through various reports/ codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme have been posted in the website of the Company.

**CODE OF CONDUCT:**

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

**INDEPENDENT DIRECTORS' MEETING:**

During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

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**VASUNDHARA RASAYANS LIMITED**

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**PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE:****(i) Brief description of terms of reference:**

During the year at a meeting of the Board of Directors of the Company held on 30<sup>th</sup> March, 2019 in compliance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has renamed its "Shareholders Grievance Committee" as the "Stakeholders Relationship Committee". The Stakeholders Relationship Committee constituted by the Board of Directors inter alia approves transfer of shares and redresses shareholders / investor's grievances and complaints regarding non-receipt of Dividends, Annual Reports, etc.

**(ii) Composition:**

<b>Sl.No.</b>	<b>Name of Director</b>	<b>Designation</b>
1.	Shri Pradeep Kumar Jain	Chairman
2.	Shri Prakash Chand Jain	Member
3.	Shri Sunil kumar Jain	Member
4.	Shri Rajesh Pokerna	Member

\*Shri Siddharth Agarwal, Company Secretary is acting as Compliance Officer of the Company. He has resigned as Company Secretary and Compliance Officer with effect from 31.03.2019 and in his place Ms.Sakshi Sharma is appointed as Company Secretary and Compliance Officer with effect from 01.04.2019.

The total number of complaints received and replied to the satisfaction of shareholder during the year was 0. There are no outstanding complaints as on 31.03.2019.

**6. RISK MANAGEMENT COMMITTEE:**

The Company has constituted a Risk Management Committee which has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.

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**7. GENERAL BODY MEETINGS:****i) Location and time for the last 3 years General Meetings were:**

<b>Year</b>	<b>Locations</b>	<b>Date</b>	<b>Time</b>
2017-2018	Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500 076	25.08.2018	11:00 A.M
2016-2017	Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500 076	29.09.2017	11:30 A.M
2015-2016	Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500 076	30.09.2016	11:30 A.M

**ii. Whether any special resolutions passed in the previous 3 AGMs**

**2017-18:** In the AGM held on 25<sup>th</sup> August, 2018 the company has passed Six Special Resolutions

**2016-17:** In the AGM held on 29<sup>th</sup> September, 2017 the company has passed no Special Resolution

**2015-16:** In the AGM held on 30<sup>th</sup> September, 2016 the company has passed one Special Resolution

**Postal ballot**

**2016-17:** In the Postal Ballot held on 30<sup>th</sup> March, 2017 the company has passed one Special Resolution

**9. DISCLOSURES:****(i) Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:**

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

**(ii) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

None.

**(iii) Whistle Blower policy:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company

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has been denied access to the Audit Committee. The policy is available on the Company website, [www.vasundhararasayans.in](http://www.vasundhararasayans.in)

**(iv) Non Mandatory Requirements:**

Adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time.

**10. MEANS OF COMMUNICATION: i. Financial / Quarterly Results:**

The Company intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in Financial Express/Business Standard (English) and Nava Telangana (Telugu). The financial results are also displayed on the Company's website [www.vasundhararasayans.in](http://www.vasundhararasayans.in)

**ii. Newspapers wherein results normally published**

The official news releases are published in Financial Express /Business Standard and Nava Telangana (Telugu) Newspapers, Detailed presentations made to institutional investors, financial analyst, etc. are displayed on the Company's website [www.vasundhararasayans.in](http://www.vasundhararasayans.in).

**Website:**

The website [www.vasundhararasayans.in](http://www.vasundhararasayans.in) contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

**The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

<b>Regulation</b>	<b>Particulars of Regulation</b>	<b>Compliance Status (Yes/ No)</b>
17	Board of Directors	Yes
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes

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

23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement 46(2) (b) to (i) Website	Yes Yes

**CEO/ CFO Certification**

In line with the requirements of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Shri. Sunil Kumar Jain, Whole Time Director/Chief Financial Officer have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

**Unclaimed Dividend:**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividends for the financial year ended 31<sup>st</sup> March, 2012 and thereafter, which remain unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 124 of the Companies Act, 2013, Information in respect of the due date for transfer of such unclaimed dividend to the said fund is given below:

<b>For the Financial Year</b>	<b>Date of Declaration</b>	<b>Due for transfer on</b>
2011-12	28.09.2012	28.10.2019
2012-13	28.09.2013	28.10.2020
2013-14	27.09.2014	27.10.2021
2014-15	24.09.2015	24.10.2022
2015-16	30.09.2016	30.10.2023
2016-17	29.09.2017	29.10.2024
2017-18	25.08.2018	25.09.2025

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The members are advised to send all the un-encashed dividend warrants pertaining to the above years to our RTA for revalidation or issuance of Demand Draft in lieu thereof and encash them before the due dates for transfer to the IEPF. It may also be noted that once the Unclaimed Dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.

**The Management Discussion and Analysis Report:**

A Report of the Management Discussion and Analysis is attached as part of the Annual Report.

**11. GENERAL SHAREHOLDER INFORMATION:**

<b>Annual General Meeting</b>	Date	: 30 <sup>th</sup> September, 2019
	Time	: 11:30 A.M
	Venue	: Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500 076
<b>Financial Calendar</b>		1 <sup>st</sup> April, 2018 to 31 <sup>st</sup> March, 2019
<b>Date of Book Closure</b>		23 <sup>rd</sup> September, 2019- 30 <sup>th</sup> September, 2019
<b>Listing on Stock Exchanges</b>		BSE Ltd
<b>Stock Code</b>		538634
<b>ISIN Number for NSDL &amp; CDSL</b>		INE406F01010

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**VASUNDHARA RASAYANS LIMITED**

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**i. Registrar and Transfer Agents**

Share Transfers & Communication regarding Share Certificates, Dividends & Change of Address may be sent to

**M/s. CIL SECURITIES LIMITED**  
214, Raghava Ratna Tower, Chirag Ali Lane,  
Hyderabad, Telangana-500 001.  
Phone : +91-040-2320 2465  
Email ID : advisors@cilsecurities.com  
Website : www.cilsecurities.com

**ii. Share Transfer System**

The Transfer of shares in physical form is processed and completed by Registrar & Transfer Agents within a maximum period of 30 days from the date of receipt, provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

**iii. Reconciliation of share Capital Audit:**

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

**iv. Shareholding Pattern as on 31<sup>st</sup> March, 2019 :**

<b>Category</b>	<b>No. of. Shares</b>	<b>% Holding</b>
Promoters	—	—
Promoters Bodies Corporate	1969920	61.98
Resident Individuals	986175	31.02
Bodies Corporate	212065	6.67
Indian Financial Institutions	—	—
Non Resident Indians	9508	0.29
Government	—	—
Trusts	—	—
Clearing Members	532	0.016
Mutual Funds	—	—
Banks	—	—
HUF	—	—
<b>Total</b>	<b>3178200</b>	<b>100</b>



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**v. Dematerialisation of Shares & Liquidity**

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL.

**vi. Plant Locations:**

C-104, MIDC, Mahad, Raigad, Maharashtra - 402309

**vii. Address for correspondence**

<b>Sl. No.</b>	<b>Shareholders Correspondence for</b>	<b>Address</b>
	Transfer/Dematerialization/Consolidation / Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	<b>M/s CIL SECURITIES LIMITED</b> 214, Raghava Ratna Tower, Chirag Ali Lane, Chirag Ali Lane, Hyderabad, Telangana 500001 Phone # +91-040-2320 2465 Email ID: advisors@cilsecurities.com Website: www.cilsecurities.com
	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	<b>Ms. Shakshi Sharma</b> Shed No. 42, Phase II,IDA, Mallapur,Hyderabad – 500076 Phone No.: 040-23437617, 040-23437623 Fax No.: 040-23437627 Email: info@vrlindia.in

**12. Depository Services:**

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

**National Securities Depository Ltd**  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Lower Parel, Mumbai – 400 013  
Tel : 091-022-24972964-70  
Fax : 091-022-24972993 / 24976351  
Email :info@nsdl.co.in

**Central Depository Services (India) Ltd**  
Phiroze Jeejeebhoy Towers,  
17<sup>th</sup> Floor, Dalal Street,  
Mumbai – 400 023  
Tel : 091-022-22723333/22723224  
Fax: 091-022-22723199  
Email : investors@cdslindia.com

**13. Company's Policy on prevention of insider trading:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2016, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board and is also available on Company's Website.

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The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

**11. OTHER DISCLOSURES****(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;**

During the financial year ended 31<sup>st</sup> March, 2019, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to financial statements.

**(b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;**

None.

**(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, [www.vasundhararasayans.in](http://www.vasundhararasayans.in) During the financial year under review, none of the Complaint has received.

**(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

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**VASUNDHARA RASAYANS LIMITED**

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**(f) Web link where policy on dealing with related party transactions;**

The policy on dealing with related party transactions is available on the website of the Company:  
[http:// www.vasundhararasayans.in/investor-relations.php](http://www.vasundhararasayans.in/investor-relations.php)

**(g) Disclosure of commodity price risks and commodity hedging activities:**

Not applicable

**(h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Nil****(i) Certificate from Practicing Company Secretaries:**

The Company has received a certificate from Mrs.Rakhi Agarwal, Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

**(j) Instances of not accepting any recommendation of the Committee by the Board:**

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

**(k) Fees to the Statutory Auditors of the Company:**

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors of the Company are as below:

<b>Particulars</b>	<b>Amount (Rs)</b>
Fees paid for Statutory Audit for the FY 2018-19	75000
Fee for other services including reimbursement of expenses	29395

The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

**(l) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has in place a Policy on prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year, no complaint was received by the Company.

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**VASUNDHARA RASAYANS LIMITED**

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**14.** The Company Complied with the requirements of the Schedule V Corporate Governance report sub-paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**15. Details of compliance with mandatory requirements and adoption of Discretionary Requirements**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of Discretionary Requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

**16. Disclosure with respect to Demat suspense account/ unclaimed suspense account:**

Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, 2015, during the year under review, there are no outstanding shares in the demat suspense account.

**17.** The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <http://www.vasundhararasayans.in/investor-relations.php>

**18.** The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.vasundhararasayans.in/investor-relations.php>

**19. Transfer of Shares to Investor Education and Protection Fund**

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority account. Accordingly, the Company has transferred 46680 equity shares to Investor Education and Protection Fund during the financial year ended 31<sup>st</sup> March, 2019

The Chief Financial Officer is acting as Nodal Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

**14. Particulars of Directors, who are retiring by rotation, seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2:**

Name of Director	Shri. Rajesh Kumar Jain	Shri. Sunil Kumar Jain	Shri. Sanjay Kumar Jain	Shri.Pravinchandra Majmudar Popatlal	Shri. Rajiv Pritidas Kakodkar
<b>Expertise in specific functional areas</b>	Having rich experience and professional, knowledge in Finance, Accounts and Company Law, adding to the value for the Company.	Having vast experience in financial management and administration.	Having vast experience in marketing.	Worked with Ms/Glaxo Indi Ltd, Mumbai for 36 years as G.M. (Special Projects) Retired as CEO of M/s. Apte Amalgamation Ltd, Mumbai.	Sourcing of Active Pharmaceutical Ingredients into and from India on behalf of Global Companies.
<b>Date of Birth</b>	23-03-1964	18-01-1962	09-03-1967	01/08/1938	23-12-1956
<b>Qualification</b>	B.Com., FCA	B.Com	B.Com.	B. Pharmacy	B.Pharmacy & MBA
<b>List of Other Companies in which Directorship is held as on 31<sup>st</sup> March, 2019.</b>	6	—	—	—	6
<b>Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31<sup>st</sup> March, 2019</b>	—	—	—	—	—

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**VASUNDHARA RASAYANS LIMITED**

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**DECLARATION OF COMPLIANCE OF CODE OF CONDUCT**

Pursuant to the Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29<sup>th</sup> October 2004, it is hereby declared that the Company has obtained confirmation from all the Board Members and Senior Management Personnel of the Company for the compliance of the Code of Conduct of the Company for the year 2018-19.

**By Order of the Board**

**For VASUNDHARA RASAYANS LIMITED**

**Sd/-**

**PRAKASH CHAND JAIN**

**DIRECTOR/COMPLIANCE OFFICER**

**Place: Hyderabad**

**Date: 13.08.2019**

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

**AUDITORS' CERTIFICATE REGARDING CORPORATE GOVERNANCE**

To

The Members of

**Vasundhara Rasayans Limited**

We have examined the compliance of conditions of Corporate Governance by **M/s Vasundhara Rasayans Limited** for the year ended 31<sup>st</sup> March 2019, as stipulated in SEBI (LODR) Regulations, 2015 with BSE Limited.

The compliance of these conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on 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 certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For Mamta Jain & Associates**

**Chartered Accountants**

**(FRN- 328746E)**

Sd/-

Mamata Jain

Partner

M. No.304549

Date : **27.05.2019**

Place: Kolkata

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****OUTLOOK**

The overall ease of business is improving with GST now getting normalised. It has helping companies to source requirements across the country based on best possible price and terms of business. This is also having mixed reaction on sales side where in sales to new territories is opening up but at the same time also getting competition from other suppliers from different zones. Overall the operations are looking positive with improved sales and revenue.

**OPPORTUNITIES**

We have added new product Almagate which has been introduced in India as formulation from some of customers first time in India. We expect in next two years more and more people would be getting into the formulation which would help us to improve our sales of this product. Even export possibility are higher for which the plant would need to be upgraded which would be done during this year.

As of now we are operating the current plant on lease and looking out for a good location for our range of product from environmental point of view as the norms have become very stringent and operating cost of the effluent treatment plants are sizable in the overall cost. Keeping in view of the same for time being the leased property would be updated to meet current requirement of the market.

**THREAT & CONCERNS**

The operating costs are going up due to higher increasing manpower cost with shortage of good quality skilled manpower especially for remote location like Mahad. Holding people is biggest challenge. Norms from departments as well as requirement of customers are getting stringent which required constant upgradation of the plant and documentation which is very important to continue to be in business. In addition to this with the overall slow down in the world each country is safeguarding their own business interest due to which tariffs (trade wars) on imports are getting changed which might also impact business. This situation would also impact price of raw materials as well which would have impact on profitability.



**=====  
VASUNDHARA<sup>5</sup>RASAYANS LIMITED  
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**CEO/CFO CERTIFICATION TO THE BOARD  
(Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure  
requirements) Regulations, 2015)**

**Date: 13.08.2019**

I Certify that —

a. I have reviewed the financial statements and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-19 which are fraudulent, illegal or violative of the Company's code of conduct;

c. 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 the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -

Significant changes in internal control over the financial reporting during the year 2018-19;

Significant changes in accounting policies during the year 2018-19 and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**By Order of the Board**

**For VASUNDHARA RASAYANS LIMITED**

**Sd/-**

**SUNIL KUMAR JAIN  
CHIEF FINANCIAL OFFICER  
DIN NO: 00117331**

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**VASUNDHARA RASAYANS LIMITED**

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**Compliance with Code of Business Conduct and Ethics**

As provided under regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and the Ethics for the financial year ended 31st March, 2019.

**Date: 13.08.2019**

**CERTIFICATE ON CORPORATE GOVERNANCE**

We have examined the compliance of conditions of corporate governance, by VASUNDHARA RASAYANS LIMITED, for the year ended 31.03.2019 as stipulated in Regulation 27(2) of (Listing Obligations & Disclosure Requirements) of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that as the records maintained, no investor grievances against the Company are pending for a period exceeding one month before Shareholders/Investors Grievance Committee.

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

**For RAKHI AGARWAL**  
COMPANY SECRETARY

Sd/-

**RAKHI AGARWAL**  
PROPRIETOR  
FCS NO.7047, CP NO.6270  
Place: Hyderabad  
Date: 13.08.2019.

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF VASUNDHARA RASAYANS LIMITED**

### **Report on the Audit of Financial Statements**

#### ***Opinion***

We have audited the accompanying financial statements of **VASUNDHARA RASAYANS LIMITED** ("the company") which comprise the Balance Sheet as at March 31 2019, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Statement of Changes in Equity and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other 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, 2019;
- b) in the case of the Statement of Profit and Loss , of the Profit for the year ended on that date.

#### ***Basis of Opinion***

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

***Key Audit Matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

“We have determined that there are no key audit matters to communicate in our report”

***Responsibility of Management for the Financial Statements***

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the company’s financial reporting process.

***Auditor’s Responsibility for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always

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**VASUNDHARA RASAYANS LIMITED**

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detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an Audit in accordance with SA's, We exercise professional judgement and maintain professional skepticism throughout the Audit. We also :

Identify and assess the risk of material misstatement of the Financial Statements, whether due to fraud or error, design and perform, audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audits in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors report to the related disclosure in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the Audit evidence obtained upto the date of our Auditors report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represents the underline transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the financial statements that, individually or in aggregate makes it probable that the economic decisions of a reasonably

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**VASUNDHARA RASAYANS LIMITED**

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knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our Audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiency in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the Audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors report unless law or regulations precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences for doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2 As required by section 143(3) of the Act, we report that:
  - a) we have sought & 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;
  - c) the Balance Sheet, and the Statement of Profit and Loss including other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;

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**VASUNDHARA RASAYANS LIMITED**

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- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) on the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Reports in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Howrah  
Dated :27th Day of May 2019

**For MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.328746E

**Mamta Jain**  
(Proprietor)  
Membership No.304549

**Annexure- A**

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in paragraph 1 under the "Report on other Legal and Regulatory requirements" our report to the members of **VASUNDHARA RASAYANS LIMITED** ('the Company') on the financial statement for the year ended 31<sup>st</sup> March, 2019, we report that :

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 at a reasonable intervals. 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) The title deeds of immovable properties are held in the name of the company.
- (ii) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the



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**VASUNDHARA RASAYANS LIMITED**

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Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- (vii) (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, wealth tax, service tax, custom duty, excise duty, cess and any 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, 2019 for a period of more than six months from the date they became payable;
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) 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 course of our audit.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Paragraph 3(xii) of the order is not applicable since the Company is not the Nidhi Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

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**VASUNDHARA RASAYANS LIMITED**

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- (xiv) Based on the information and explanations given to us by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.328746E

Place : Howrah  
*Dated :27th Day of May 2019*

**Mamta Jain**  
(Proprietor)  
Membership No.304549

***Annexure-B***

**Report on the Internal Financial Controls under clause (i) of sub-section 3 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **VASUNDHARA RASAYANS LIMITED** ("the company") as of 31st March, 2019 in conjunction with our audit of financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under the Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the frequency of the internal financial controls system over financial reporting and their effectiveness.

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**VASUNDHARA RASAYANS LIMITED**

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Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our audit opinion on the Company's internal financial control system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Controls over Financial Reporting**

Because of inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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**VASUNDHARA RASAYANS LIMITED**

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**Opinion**

In our opinion, the company has, in all material respects, an adequate financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at 31<sup>st</sup> March 2019, based on the internal financial control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MAMTA JAIN & ASSOCIATES**

Chartered Accountants

Firm Reg. No.328746E

Place : Howrah

*Dated :27th Day of May 2019*

**Mamta Jain**

(Proprietor)

Membership No.304549

## VASUNDHARA RASAYANS LIMITED

### BALANCE SHEET AS AT 31st MARCH, 2019

PARTICULARS	Note No.	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	2	1,990,174	1,037,254
Financial Assets			
(a) Investments	3	-	695,600
Deferred tax assets (Net)	4	-	97,178
Other Non current assets	5	602,250	602,250
<b>Total Non-Current Assets</b>		<b>2,592,424</b>	<b>2,432,282</b>
<b>Current assets</b>			
Inventories	6	15,483,145	12,622,957
Financial Assets			
(a) Investments	7	12,300,000	10,300,000
(b) Trade Receivables	8	51,116,585	59,768,213
© Cash and cash equivalents	9	3,106,949	7,192,931
(d) Loans	10	52,971,175	22,017,260
(e) Other Financial Assets	11	28,414,925	62,190,713
Other Current Assets	12	42,275,595	27,274,443
<b>Total Current Assets</b>		<b>205,668,375</b>	<b>201,366,517</b>
<b>TOTAL ASSETS</b>		<b>208,260,799</b>	<b>203,798,799</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	13	31,782,000	31,782,000
(b) Other Equity	14	116,277,502	105,577,187
<b>Total Equity</b>		<b>148,059,502</b>	<b>137,359,187</b>
<b>LIABILITIES</b>			
<b>Non current liabilities</b>			
Financial Liabilities			
(a) Other Financial liabilities	15	2,213,254	47,788
Deferred Tax Liabilities (Net)	16	272,063	-
<b>Total Non-Current Liabilities</b>		<b>2,485,317</b>	<b>47,788</b>
<b>Current liabilities</b>			
Financial Liabilities			
(a) Borrowings	17	4,604,648	14,091,424
(b) Trade Payables	18	11,550,130	12,220,559
(c) Other Financial Liabilities	19	3,990,683	6,905,507
Other current liabilities	20	-	-
Current Tax Liabilities	21	37,570,519	31,722,386
<b>Total Current Liabilities</b>		<b>57,715,979</b>	<b>66,391,823</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>208,260,799</b>	<b>203,798,799</b>

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

1 to 47

As per our report of even date

For and on Behalf of Board

**FOR MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.: 328746E

**Mamta Jain**  
(Proprietor)  
Membership No. : 304549  
14 Watkins Lane, Howrah-71101  
Dated this 27th day of May 2019

**1. Rajesh Pokerna**  
(Managing Director)  
Din. No. 00117365

**2. Sunil Kumar Jain**  
(CFO)  
Din. No. 00117331

**3. Prakash Chand Jain**  
(Director)  
Din. No. 00117348

**4. Shakshi Sharma**  
(Company Secretary)

## VASUNDHARA RASAYANS LIMITED

### Statement of Profit and loss for the year ended 31.03.2019

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b>INCOME :</b>			
Revenue from operations	22	197,693,143	165,968,703
Other income	23	10,411,711	80,453,962
<b>Total Income</b>		<b>208,104,854</b>	<b>246,422,665</b>
<b>EXPENSES :</b>			
Cost of Materials Consumed	24	94,721,966	75,189,010
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	25	(1,239,740)	2,235,290
Employee benefits expense	26	34,321,132	27,276,816
Finance costs	27	322,561	1,471,210
Depreciation and amortization expense	28	459,255	3,160,414
Other expenses	29	58,776,710	43,442,631
<b>Total Expenses</b>		<b>187,361,884</b>	<b>152,775,371</b>
<b>Profit before exceptional items and tax</b>		<b>20,742,971</b>	<b>93,647,294</b>
Exceptional items	30	-	3,099,550
<b>Profit before tax</b>		<b>20,742,971</b>	<b>90,547,744</b>
<b>Tax expenses:</b>	31		
(1) Current tax		5,848,133	31,722,386
(2) Income Tax Adjustment		-	377,694
(3) Deferred tax Adjustment		369,241	(6,745,994)
<b>Profit for the year</b>		<b>14,525,596</b>	<b>65,193,658</b>
<b>Other Comprehensive Income:</b>			
(1) Items that will not be reclassified to Statement of Profit and Loss		-	-
(2) Income Tax relating to item that will not be reclassified to Statement of Profit and Loss		-	-
(3) Items that will not be classified to Statement of Profit and Loss		-	-
(4) Income Tax relating to item that will be reclassified to Statement of Profit and Loss		-	-
<b>Total Comprehensive Income for the Year</b>		<b>14,525,596</b>	<b>65,193,658</b>
Earnings per equity share:	32		
(1) Basic		<b>4.57</b>	<b>20.51</b>
(2) Diluted		<b>4.57</b>	<b>20.51</b>

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

1 to 47

As per our report of even date  
**FOR MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.: 328746E

**Mamta Jain**  
(Proprietor)  
Membership No. : 304549  
14 Watkins Lane, Howrah-711101  
Dated this 27th day of May 2019

For and on Behalf of Board

**1. Rajesh Pokerna**  
(Managing Director)  
Din. No. 00117365

**2. Sunil Kumar Jain**  
(CFO)  
Din. No. 00117331

**3. Prakash Chand Jain**  
(Director)  
Din. No. 00117348

**4. Shakshi Sharma**  
(Company Secretary)

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

**Statement of Changes in Equity For the year ended 31.03.2019**

**A. Equity share capital**

Opening balance as at 1 Apr 2017	Changes in equity share capital during the year 2017-18	Closing balance as at 31 Mar 2018	Changes in equity share capital during the year 2018-19	Closing balance as at 31 Mar 2019
31,782,000	-	31,782,000	-	31,782,000

**B. Other Equity**

	Reserve and Surplus		Other Comprehensive	Total
	Capital Reserve	Retained Earnings	Income	
<b>As on 31st March 2018</b>				
Balance at the Beginning of the year	2,125,000	38,258,529	-	40,383,529
Total Comprehensive Income for the Year	-	65,193,658	-	65,193,658
Dividends	-	-	-	-
Tax on Dividends	-	-	-	-
Balance at the end of the year	2,125,000	103,452,187	-	105,577,187
<b>As on 31st March 2019</b>				
Balance at the Beginning of the year	2,125,000	103,452,187	-	105,577,187
Total Comprehensive Income for the Year	-	14,525,596	-	14,525,596
Dividends	-	-3,178,200	-	-3,178,200
Tax on Dividends	-	-647,082	-	-647,082
Balance at the end of the year	2,125,000	114,152,502	-	116,277,502

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

1 to 47

**As per our report of even date**

**For and on Behalf of Board**

**FOR MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
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**Mamta Jain**  
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Din. No. 00117348

**4. Shakshi Sharma**  
(Company Secretary)



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

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2019**

PARTICULARS	As at 31st March, 2019		As at 31st March, 2018	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax		20,742,971		93,647,294
<b>ADJUSTMENT FOR</b>				
Depreciation	459,255		3,160,414	
Interest Received	(7,973,360)		(2,855,332)	
Profit on sale of Fixed Assets	-		(76,755,509)	
Interest Paid	322,561	(7,191,544)	1,471,210	(74,979,217)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>13,551,427</b>		<b>18,668,077</b>
<b>ADJUSTED FOR:</b>				
Trade And Other Receivable	8,651,628		(21,941,536)	
Inventories	(2,860,188)		182,401	
Loans & Advances	(30,953,915)		(78,802,558)	
Other Current/Financial Assets	32,165,937		203,296	
Other Current/Financial Liabilities	(2,201,306)		-	
Trade Payables and others	(670,429)	4,131,727	2,451,411	(97,906,986)
<b>CASH GENERATED FROM OPERATIONS</b>		<b>17,683,154</b>		<b>(79,238,909)</b>
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>		<b>17,683,154</b>		<b>(79,238,909)</b>
<b>Extra Ordinary Items</b>				
Expense Of earlier Years.		-		3,099,550
<b>NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID</b>		<b>17,683,154</b>		<b>(82,338,459)</b>
Taxes Paid During The Year	13,391,302	(13,391,302)	24,699,358	(24,699,358)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		<b>4,291,852</b>		<b>(107,037,817)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase Of Fixed Assets	(1,412,175)		-	
Sale of Fixed Assets	-		140,400,000	
Transfer of Investment	695,600		-	
Acquisition of non current investment	(2,000,000)		(10,300,000)	
Interest Received	7,973,360		2,855,332	
		<b>5,256,785</b>		<b>132,955,332</b>
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>		<b>5,256,785</b>		<b>132,955,332</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Repayment of Long Term Borrowings	-		(367,101)	
Proceeds From/(Repayment of) Short Term Borrowings	(9,486,776)		(16,908,576)	
Interest Paid	(322,561)		(1,471,210)	
Dividend Paid	(3,825,282)	(13,634,619)	(3,843,232)	(22,590,119)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>		<b>(13,634,619)</b>		<b>(22,590,119)</b>
<b>D. NET (DECREASE) IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>		<b>(4,085,983)</b>		<b>3,327,396</b>

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

PARTICULARS	As at 31st March, 2019		As at 31st March, 2018	
<b>NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS</b>				
CASH AND CASH EQUIVALENTS AS AT 1-04-2018(01-04-2017)	<b>7,192,931</b>		<b>3,865,535</b>	
LESS: CASH AND CASH EQUIVALENTS AS AT 31-03-2019 (31-03-2018)	<b>3,106,949</b>		7,192,931	
		<b>(4,085,982)</b>		<b>3,327,396</b>

**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 wherever 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.**

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

1 to 47

As per our report of even date

For and on Behalf of Board

**FOR MAMTA JAIN & ASSOCIATES**

Chartered Accountants  
Firm Reg. No.: 328746E

**Mamta Jain**  
(Proprietor)

Membership No. : 304549  
14 Watkins Lane, Howrah-711101  
Dated this 27th day of May 2019

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(Company Secretary)

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**VASUNDHARA RASAYANS LIMITED**

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**NOTES ON FINANCIAL STATEMENTS****NOTE -1****A Corporate Information**

Vasundhara Rasayans Limited ("the Company") is a listed entity incorporated in India having registered office at Shed No.42, Phase II, IDA Mallapur, Hyderabad-500076. The Company is engaged in manufacturing and selling Antacids therapeutic category of Active Pharm Ingredients.

**B Significant Accounting Policies****a) Basis of preparation of financial statements**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable

The financial statements are prepared on accrual basis under the historical cost convention method.

**b) Finance Cost**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

**c) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**d) Inventories**

Items of inventories are measured at lower cost and net realisable value after providing for obsolescence, if any, except in case of by products which are valued at net

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**VASUNDHARA RASAYANS LIMITED**

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realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis.

**e) Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

**f) Revenue Recognition**

Revenue from sale of goods is recognised when the significant risk and reward of ownership have been transferred to buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of service is recognised when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from operations includes sale of goods, services, service tax, excise duty, GST and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Interest income from financial assets is recognised using the effective interest rate method.

Dividend is recognised when the Company's right to receive the payment has been established.

**g) Financial Instrument**

Financial Assets

**A. Initial recognition and measurement**

All financial assets and liabilities are initially recognised at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

**B. Subsequent measurement****i. Financial asset carried at ammortised cost**

A financial asset is measured at ammortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payment of principal and interest on the principal outstanding.

**ii. Financial asset at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cashflows and selling financial assets and the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payment of principal and interest on the principal amount outstanding.

**iii. Financial asset at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above category are measured at FVTPL.

**C. Investment in Subsidiaries, Associates and Joint Ventures**

The Company has accounted for its investments in subsidiaries at cost.

**D. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the company has elected to present the value changes in "Other Comprehensive Income".

Financial Liabilities**A. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**B. Subsequent measurement**

Financial liabilities are carried at ammortized cost using the effective interest method. For trade and other payable maturing within one year from the balance sheet date, the carrying amount approximate fair value due to the short maturity of these instruments.

#### Derivative financial instrument and Hedge Accounting

Derivate financial instrument are initially recognised at fair value on the date on which derivative contract is entered into and are also susequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the value is negative.

Any gain or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged items affects profit or loss or treated as basis adjustments if a hedged forecast transactions subsequently results in the recognition of non-financial assets or non financial liability.

#### Derecognition of financial instrument

The Company derecognizes a financial asset when the contractual right to cash flows from the financial assets expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or part of a financial liability) is derecognized from the company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

#### *h) Significant Accounting Estimates*

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affects the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosures of contingent liabilities. These includes recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and equipment and intangible assets, valuation of Inventories, measurements of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these assumptions and estimates could result in outcomes that requires a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimate are revised and in any future periods affected.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**

**NOTE - 2**

S. No.	FIXED ASSETS	GROSS BLOCK				DEPRECIATION/AMMORTISATION/DEPLETION				NET BLOCK	
		As at 01-04-2018	Addition during the year	Deduction during the year	As at 31-03-2019	As at 01-04-2018	Addition during the year	Deduction/adjustment during the year	As at 31-03-2018	WDV as on 31.03.2019	WDV as on 31.03.2018
	<b>Property, Plant &amp; Equipment</b>										
	<b>Tangible Assets :</b>										
1.	<b>Vehicles</b>	3,606,520	-	-	3,606,520	2,569,266	237,348	-	2,806,614	799,906	1,037,254
2.	<b>Office Equipment</b>	-	117,500	-	117,500	-	13,252	-	13,252	104,248	-
3	<b>Plant &amp; Machinery (Unit-I)</b>	-	1,294,675	-	1,294,675	-	208,655	-	208,655	1,086,020	-
	<b>Total (I)</b>	3,606,520	1,412,175	-	5,018,695	2,569,266	459,255	-	3,028,521	1,990,174	1,037,254

**11.1** Pursuant to the enactment of the Companies Act 2013, the company has applied the estimated useful life as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives.

## VASUNDHARA RASAYANS LIMITED

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

#### NOTE 3

Investments-Non Current	As at 31st March,2019	As at 31st March,2018
Investment measured at fair value through Profit & Loss (a) Investments in Shares, Unquoted MMA CEPT Co.Operative Society Ltd. (No. of Equity Shares 6956 @ 100/- each)	-	6,95,600
<b>Total</b>	-	6,95,600

#### NOTE 4

Deferred Tax Assets(Net)	As at 31st March,2019	As at 31st March,2018
Deferred Tax Assets	-	97,178
<b>Total</b>	-	<b>97,178</b>

#### NOTE 5

Other Non Current Assets	As at 31st March,2019	As at 31st March,2018
<b>Unsecured and considered good</b> Advance against Residential Flat	<b>602,250</b>	602,250
<b>Total</b>	<b>602,250</b>	602,250

#### NOTE 6

Inventories	As at 31st March,2019	As at 31st March,2018
a. Raw Materials and components	<b>7,860,997</b>	5,752,245
b. Work-in-progress	-	663,720
c. Finished goods	<b>6,380,960</b>	4,477,500
d. Consumable Stores	<b>334,456</b>	774,582
e. Packing Materials	<b>906,732</b>	954,910
<b>TOTAL</b>	<b>15,483,145</b>	12,622,957

#### NOTE 7

INVESTMENTS- CURRENT	As at 31st March,2019	As at 31st March,2018
Investment measured at Fair Value Through Profit & Loss (a) <i>Investments in Mutual Fund</i> Franklin India Low Duration Fund	<b>5,000,000</b>	5,000,000
Franklin India Prama Plus	<b>800,000</b>	-
ICICI Prudential Balanced Advance Fund	<b>5,000,000</b>	5,000,000
Reliance TOP 200 Fund	<b>1,500,000</b>	300,000
<b>Total</b>	<b>12,300,000</b>	10,300,000



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

**NOTE 8**

	₹	₹
<b>Trade Receivables (Unsecured, considered good)</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
Trade Receivables	<b>51,116,585</b>	59,768,213
<b>Total</b>	<b>51,116,585</b>	59,768,213

**NOTE 9**

<b>Cash and cash equivalents</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
a. Balances with Scheduled Banks in Current Accounts	<b>3,029,907</b>	7,007,128
b. Cash in hand	<b>77,041</b>	185,803
<b>Total</b>	<b>3,106,949</b>	7,192,931

**NOTE 10**

<b>Loans- Current (Unsecured and Considered Good)</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
<b>Loans &amp; Advances</b>		
To others	<b>52,971,175</b>	22,017,260
<b>Total</b>	<b>52,971,175</b>	22,017,260

**NOTE 11**

<b>Other Financial Assets-Current</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
Deposits	<b>27,937,394</b>	61,726,513
Advance to Staff	<b>477,531</b>	464,200
<b>Total</b>	<b>28,414,925</b>	62,190,713

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

**NOTE 12**

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<b>Other Current Assets</b>	<b>As at 31st March,2019</b>	<b>As at 31st March,2018</b>
Advance to Suppliers and Others	<b>864,209</b>	1,253,083
<b>Balance with Revenue Authorities</b>		
Balance with Excise Authority	<b>1,154,295</b>	1,244,687
Balance with GST Authority	<b>2,471,146</b>	383,962
Advance Income Tax	<b>29,000,000</b>	24,000,000
TDS Receivables	<b>1,061,407</b>	305,605
Self Assessment Tax	<b>7,635,500</b>	-
Prepaid Expenses	<b>89,039</b>	87,106
<b>Total</b>	<b>42,275,595</b>	27,274,443

**NOTE 13**

<b>Share Capital</b>	<b>As at 31st March,2019</b>	<b>As at 31st March,2018</b>
<b>Authorised</b>		
45,00,000 Equity Shares of Rs 10/- each	<b>45,000,000</b>	45,000,000
<b>Issued, Subscribed &amp; Paid up</b>		
31,78,200 Equity Shares of Rs 10/- each fully paid in cash	<b>31,782,000</b>	31,782,000
<b>Total</b>	<b>31,782,000</b>	31,782,000

**NOTE 13.1**

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

<b>Particulars</b>	<b>Equity Shares(31.03.2019)</b>		<b>Equity Shares(31.03.2018)</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
Shares outstanding at the beginning of the year	<b>3,178,200</b>	<b>31,782,000</b>	3,178,200	31,782,000
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	<b>3,178,200</b>	<b>31,782,000</b>	3,178,200	31,782,000

**NOTE 13.2**

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

## VASUNDHARA RASAYANS LIMITED

### NOTE 13.3

Share held by holding company	₹		₹	
	As at 31st March, 2019 Number	Amount	As at 31st March, 2018 Number	Amount
P & J Cretechem Private Limited	1,969,920	19,699,200	1,969,920	19,699,200

### NOTE 13.4

The details of Shareholders holding more than 5% shares:

Sr No	Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	P&J Cretechem Private Limited	1,969,920	61.98	1,969,920	61.98

### NOTE 13.5

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

### NOTE 13.6

During any of the last five years from year ended 31st March, 2019

- 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.

### NOTE 13.7

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

### NOTE 14

Other Equity	As at 31st March, 2019	As at 31st March, 2018
<b>a. Capital Reserves</b>		
Balance as per last financial statement	2,125,000	2,125,000
<b>Closing Balance (A)</b>	<b>2,125,000</b>	<b>2,125,000</b>
<b>b. Surplus in the statement of profit &amp; loss</b>		
Balance as per last financial statement	103,452,187	38,258,529
Add: Profit for the year	14,525,596	65,193,658
Other Comprehensive Income	-	-
Less: Appropriations		
Final equity dividend (amount Rs 1.00 per shares)-for the Year 2017-18	3,178,200	-
Tax on equity dividend	647,082	-
<b>Net surplus in the statement of profit and loss (B)</b>	<b>114,152,502</b>	<b>103,452,187</b>
<b>Total(A+B)</b>	<b>116,277,502</b>	<b>105,577,187</b>

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

**NOTE 15**

	₹	₹
<b>Other Financial Liabilities</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
Plan Assets - gratuity (Net of PVDBO)	<b>2,213,254</b>	47,788
<b>Total</b>	<b>2,213,254</b>	47,788

**NOTE 16**

	As at 31st March,2019	As at 31st March,2018
<b>Deferred tax Liabilities</b>		
Deferred tax liabilities (Net)	<b>272,063</b>	-
<b>Total</b>	<b>272,063</b>	-

**NOTE 17**

	As at 31st March,2019	As at 31st March,2018
<b>Borrowings-Current</b>		
<b>Secured - At Amortised Cost</b>		
<b>(a) Working Capital Loans, repayable on demand</b>		
ICICI Cash Credit A/c	<b>4,604,648</b>	6,717,593
ICICI (EPC/PCFC) A/c	-	7,373,831
	<b>4,604,648</b>	14,091,424
<b>Total</b>	<b>4,604,648</b>	14,091,424

**NOTE 18**

	As at 31st March,2019	As at 31st March,2018
<b>Trade payables</b>		
Total outstanding dues of Micro and Small enterprises	-	-
Sundry Creditors for Goods	<b>5,898,503</b>	8,199,621
Sundry Creditors for Expense	<b>5,651,627</b>	4,020,938
<b>Total</b>	<b>11,550,130</b>	12,220,559

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

**NOTE 19**

₹

₹

<b>Other Financial Liabilities</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
Liabilities for Expenses	<b>3,951,495</b>	4,307,275
Other Liabilities	<b>39,188</b>	247,769
Cheque Overdrawn	-	2,350,463
<b>Total</b>	<b>3,990,683</b>	6,905,507

**NOTE 20**

<b>Other Current Liabilities</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
Advances from Customers	-	1,451,948
<b>Total</b>	-	1,451,948

**NOTE 21**

<b>Current Tax Liabilities</b>	<b>As at 31st March,2019</b>	As at 31st March,2018
Provision for taxation	<b>37,570,519</b>	31,722,386
<b>Total</b>	<b>37,570,519</b>	31,722,386

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March, 2019**

**NOTE 22**

Revenue from operation	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of products	197,693,143	169,533,354
Less: Excise duty	-	3,564,651
<b>Total</b>	<b>197,693,143</b>	<b>165,968,703</b>

**NOTE 23**

Other Income	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Duty Drawback	551,375	370,192
Exchange Fluctuation	314,073	-
Interest Received (Gross)	7,973,360	2,855,332
Misc. Income	1,572,904	61,099
Profit on sale of Fixed Assets	-	76,755,509
Actuarial Gain on Plan Assets	-	411,830
<b>Total</b>	<b>10,411,711</b>	<b>80,453,962</b>

**NOTE 24**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>COST OF MATERIALS CONSUMED</b>		
Inventory at the beginning of the year	7,481,737	5,428,847
Add: Purchases of Raw Material, Consumables, Packing Materials & Utilities during the year	<b>96,342,414</b>	77,241,900
	<b>103,824,151</b>	82,670,747
Less: Inventory at the end of the year	<b>9,102,185</b>	7,481,737
Cost of raw materials consumed	<b>94,721,966</b>	75,189,010
<b>Details of raw materials/stores/ packing material consumed</b>		
Aluminium Chloride Solution	6,214,511	6,014,463
Aluminium Hydroxide	3,079,188	2,366,307
Aluminium Sulphate	1,936,550	46,454
Anhydrous Ammonia	5,330,980	4,315,647
Furnace Oil	9,232,630	6,361,290
Magnesium Hydroxide	13,281,222	8,092,531
Soda Ash Light	16,130,915	14,708,324
Coal	5,479,246	6,870,111
Stores Spares & Consumables	2,738,568	2,567,739
Packing Materials	5,630,444	3,330,658
Others	25,667,712	20,515,486
<b>TOTAL</b>	<b>94,721,966</b>	<b>75,189,010</b>

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

<b>Details of Raw materials/Stores/ Packing material inventory</b>		
Furnace Oil	-	727,409
ETDA Pure Acid	<b>2,685,060</b>	712,500
Steam Coal	-	205,194
Soda Ash Light	<b>1,909,143</b>	855,954
Aluminium Chloride Solution	<b>504,493</b>	286,359
Anhydrous Ammonia	<b>108,000</b>	175,500
Alumina Tri Hydrate	<b>1,027,089</b>	477,937
Magnesite	-	711,504
Stores Spares & Consumables	<b>334,456</b>	774,582
Packing Materials	<b>906,732</b>	954,910
Others	<b>1,627,212</b>	1,599,888
<b>Total</b>	<b>9,102,185</b>	7,481,737

**NOTE 25**

<b>Particulars</b>	<b>For the year ended 31st March, 2019</b>	<b>For the year ended 31st March, 2018</b>
<b>CHANGES IN INVENTORIES FINISHED GOODS</b>		
At the beginning of the Period	<b>4,453,500</b>	6,899,500
At the end of the Period	<b>6,380,960</b>	4,453,500
	<b>(1,927,460)</b>	2,446,000
<b>WORK-IN-PROGRESS</b>		
At the beginning of the Period	<b>663,720</b>	189,010
At the end of the Period	-	663,720
	<b>663,720</b>	(474,710)
<b>FINISHED GOODS FOR FURTHER PROCESSING</b>		
At the beginning of the Period	<b>24,000</b>	288,000
At the end of the Period	-	24,000
	<b>24,000</b>	264,000
<b>Total</b>	<b>(1,239,740)</b>	2,235,290

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

<b>Details of inventory</b>		
Finished goods		
Dried Aluminium Hydroxide Gel	<b>1,615,875</b>	1,012,500
Magnesium Hydroxide	<b>3,989,525</b>	1,691,000
Aluminium Tri Silicate	<b>127,800</b>	-
Aluminium Hydroxide Paste	-	760,000
Magaldrate	<b>647,760</b>	990,000
	<b>6,380,960</b>	4,453,500
Work-in-progress		
MgSo4 Soln.	-	8,700
Soda Soln.	-	92,040
Sodium Aluminate	-	111,780
Amonia Gas Process	-	67,200
Aluminium Soln (PAC)	-	24,000
Aluminium Hydroxide Powder	-	360,000
	-	663,720
Finished goods for further processing		
Aluminium Phosphate (Final Stage)	-	24,000
	-	24,000

**NOTE 26**

<b>Employee Benefits Expense</b>	<b>For the year ended 31st March, 2019</b>	For the year ended 31st March, 2018
(a) Salaries, Wages and Bonus	<b>27,490,292</b>	22,665,826
(b) Contributions to EPF and Other Funds	<b>2,540,297</b>	1,278,952
(c) Staff Welfare Expenses	<b>1,086,087</b>	1,169,297
(d) Gratuity and Workmen Compensation	<b>2,776,755</b>	2,151,742
(e) Leave Encashment	<b>427,701</b>	11,000
<b>Total</b>	<b>34,321,132</b>	27,276,816

**NOTE 27**

<b>Finance costs</b>	<b>For the year ended 31st March, 2019</b>	For the year ended 31st March, 2018
Interest		
To Bank	<b>221,008</b>	120,487
To Others	<b>101,553</b>	1,350,723
<b>Total</b>	<b>322,561</b>	1,471,210



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

**NOTE 28**

<b>Depreciation &amp; Amortization</b>	<b>For the year ended 31st March, 2019</b>	For the year ended 31st March, 2018
Depreciation	<b>459,255</b>	3,160,414
<b>Total</b>	<b>459,255</b>	3,160,414

**Note 29**

<b>Other Expenses</b>	<b>For the year ended 31st March, 2019</b>	For the year ended 31st March, 2018
<b>Manufacturing Expenses</b>		
Analytical/Testing/Processing Charges	<b>248,123</b>	209,461
Boiler Operation Charges	<b>650,000</b>	1,200,000
Carriage inward	<b>569,474</b>	202,647
Electricity Charges	<b>8,446,120</b>	5,902,710
Export Expenses	<b>5,216,043</b>	3,135,924
Packing & Forwarding Charges	<b>1,100</b>	4,665
Repairs and Maintenance of Factory Buildings	<b>160,269</b>	2,830,476
Repairs and Maintenance of Plant & Machinery	<b>208,130</b>	2,049,228
Repairs and Maintenance of Others	<b>138,815</b>	192,702
Waste Effluent Expenses	<b>4,521,668</b>	3,696,236
Water Charges	<b>1,205,865</b>	997,972
<b>Total (A)</b>	<b>21,365,607</b>	20,422,021
<b>Administrative, selling and other expenses</b>		
Advertisement Expenses	<b>60,810</b>	72,303
AGM Expenses	<b>25,000</b>	3,825
Bank Charges	<b>482,352</b>	277,927
Books, Subscriptions & Periodicals	<b>50,000</b>	3,000
Business Promotion Expenses	<b>2,666</b>	10,000
Carriage Outward	<b>8,413,106</b>	4,596,184
Cab Hire Charges	<b>816,490</b>	753,668
Commission On Sales	<b>7,605,685</b>	1,024,432
Conveyance Expenses	<b>245,880</b>	121,173
Directors Remuneration	<b>4,600,000</b>	4,000,000
Discount	<b>582,752</b>	11,380

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

Donation	<b>575,000</b>	2,612,111
E- Voting Charges	<b>3,136</b>	6,897
Exchange Fluctuation	-	82,407
Filing Fees	<b>14,200</b>	9,990
Fork Lift Maintenance	<b>31,210</b>	17,134
Fumigation/Pest Control Charges	<b>25,800</b>	30,250
Garden Maintenance	-	490
General Expenses	<b>829,409</b>	506,080
Insurance Expenses	<b>392,078</b>	464,241
Labour Welfare Fund	-	7,316
Listing & Registration Charges	<b>250,000</b>	250,000
Memberships Fee	<b>55,200</b>	59,000
Office Maintenance	<b>245,755</b>	210,182
Postage & Courier Charges	<b>577,617</b>	562,504
Printing & Stationery	<b>493,286</b>	509,069
Professional Charges	<b>1,417,959</b>	1,692,600
Rates & Taxes	<b>673,843</b>	3,190,277
Rent Paid	<b>5,617,000</b>	210,000
Service Tax paid on Outwards	-	137,568
Swach Bharat Cess	-	22,947
Sundry Balance written off	<b>1,728,002</b>	138,498
Telephone & Cell Phone Expenses	<b>220,117</b>	230,150
Travelling Expenses	<b>759,697</b>	680,355
Vehicle Maintenance	<b>60,440</b>	59,074
VRL Colony Maintenance	<b>62,793</b>	60,822
Weighment, Load/Unloading & Hamali Charges	<b>309,425</b>	197,877
<b>Remuneration to Auditors:</b>		
Audit Fee	<b>184,395</b>	198,879
<b>Total (B)</b>	<b>37,411,103</b>	23,020,610
<b>Total(A+B)</b>	<b>58,776,710</b>	43,442,631

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

**Note 30**

Exceptional Items	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Expense on Sale of Fixed Assets	-	3,099,550
<b>Total</b>	-	3,099,550

**Note 31**

Tax Expense	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a) Current Tax		
Provision for Income Tax	5,848,133	31,722,386
Balance debited to P/L A/c.	5,848,133	31,722,386
(b) Income Tax Paid Under IDS	-	393,752
Income Tax Adjustment	-	-16,058
	-	377,694
(c) Deferred Tax Liability Adjustment	369,241	6,745,994

**Note 32**

Earning per share (EPS) (IND AS 33)	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Numerator used for Calculating basic and diluted Earning Per Share-Profit After Taxation	14,525,596	65,193,658
Weighted average no. of Shares used as denominator for Calculating EPS.	3,178,200	3,178,200
Nominal Value Per Share	10	10
<b>Basic and Diluted Earning Per Share</b>	<b>4.57</b>	<b>20.51</b>

**Note 33**

Payment to Auditor as	For the year ended 31st March, 2019	For the year ended 31st March, 2018
a. Statutory audit fee	60,000	52,500
b. Internal audit fee	80,000	80,000
c. Tax audit fee	15,000	15,000
d. Reimbursement of expenses	29,395	51,379
<b>Total</b>	<b>184,395</b>	<b>198,879</b>

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

### 34. NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March, 2019

#### FINANCIAL RISK MANAGEMENT OBJECTIVES ( IND AS 107)

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The company uses derivative financial instruments, such as foreign exchange forward contracts, to hedge foreign currency risk exposure. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

**The source of risks which the Company is exposed to and their management are given below :**

Risk	Exposure Arising From	Measurement	Management
<b>A. Market Risk</b>			
<b>1) Foreign Exchange Risk</b>	Committed commercial transaction Financial asset and Liabilities not denominated in INR	Cash Flow Forecasting Sensitivity Analysis	Forward foreign exchange contracts
<b>2) Interest Rate</b>	Long Term Borrowings at variable rates Investments in Debt Schemes of Mutual Funds and Other Debt Securities	Sensitivity Analysis, Interest rate movements	Portfolio Diversification
<b>3) Commodity Price Risk</b>	Movement in prices of commodities	Sensitivity Analysis, Commodity price tracking	Active inventory management, Sales Price linked to purchase price
<b>B. Credit Risk</b>	Trade receivables, Investments Derivative financial instruments Loans.	Aging analysis, Credit Rating	Diversification of mutual fund investments, Credit limit and credit worthiness monitoring, Criteria based approval process
<b>C. Liquidity Risks</b>	Borrowings and Other Liabilities and Liquid investments	Rolling cash flow forecasts Broker Quotes	Adequate unused credit lines and borrowing facilities Portfolio Diversification

The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in debt securities and mutual fund schemes of debt categories only and restricts the exposure in equity markets.

Compliances of these policies and principles are reviewed by internal auditors on periodicals basis.

The Corporate Treasury team updates the Audit Committee on a quarterly basis about the implementation of the above policies. It also updates to the Internal Risk Management Committee of Company on periodical basis about the various risk to the business and status of various activities planned to mitigate the risk.

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

### **A. Market Risk Management:**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

#### **1) Foreign Currency Risk:**

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to risk of changes in foreign exchange rates relates primarily to import of raw materials, spare parts, capital expenditure & Exports of finished goods.

When a derivative is entered for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedge exposure.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures. It uses derivative instruments like foreign currency forwards to hedge exposure to foreign currency risk.

#### **Forward exchange Contracts:**

Derivatives for hedging foreign currency risk with respect to outstanding payable/ receivables & highly probable forecasted transaction:

Particulars	Purpose	Currency	As at 31st March, 2019	As at 31st March, 2018
Forward Contracts			Nil	Nil

#### **2) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rates primarily to the Company's short-term borrowing. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. since all the borrowings are on floating rate, no significant risk of change in interest rate.

#### **INR Interest Rate Exposure:**

(Rs. In Lakhs)

Particulars	Total Borrowings	Floating rate borrowings
Total as at 31st March 2019	46	46
Total as at 31st March 2018	140	140

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

**Interest rate sensitivities for unhedged exposure ( impact on increase in 100 bps)**

(Rs. In Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
INR	0.46	1.4

**3) Commodity price risk**

Commodity price risk for the Company is mainly related to fluctuations of raw materials prices linked to various external factors, which can affect the production cost of the Company actively manages inventory and in many cases sale prices are linked to major raw material prices. Energy costs is also one of the primary costs drivers, any fluctuation in fuel prices can lead to drop in operating margin. To manage this risk, the Company enters into long-term supply agreement for power, identifying new sources of supply etc. Additionally, processes and policies related to such risks are reviewed and managed by senior management on continuous basis.

**B. Credit Risk Management:**

Credit risk arises when a customer or counter party does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/ investing activities, including deposits with banks, mutual fund investments, and investments in debt securities, foreign exchange transactions and financial guarantees. The Company has three major clients which represents 80% receivables as on 31st March, 2018 and company is receiving payments from these parties within due dates. Hence, the company has no significant credit risk related to these parties.

**Trade Receivables**

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined. Wherever the company assesses the credit risk as high the exposure is backed by either letter of credit or security deposits.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

**Investments, Derivative Instruments, Cash and Cash Equivalent and Bank Deposit**

Credit Risk on cash and cash equivalent, deposits with the banks/ financial institutions is generally low as the said deposits have been made with the banks/ financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments are generally low as Company enters into the Derivative Contracts with the reputed banks and Financial Institutions.

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

Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of mutual funds. These Mutual Funds and Counterparties have low credit risk

Total current investments as on 31st March, 2019 is Rs.123 Lacs (31st March, 2018- Rs. 103 Lacs).

### **C. Liquidity Risk Management:**

Liquidity risk is defined as the risk that the Company will not able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of fund through an adequate amount of credit facilities to meet obligations when due. The company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts based on expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments at the reporting date based on contractual undiscounted payments.

Rs./lacs				
<b>As at 31st March, 2019</b>	Less than 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings (including current maturities of long-term debts)	46.04	-	-	46.04
Trade payables	115.50	-	-	115.50
Interest accrued but not due on borrowings	-	-	-	-
Other financial liabilities (excluding derivative liability)	-	-	-	-
Derivative liability/ (Assets)	-	-	-	-
Investments	123.00	-	-	123.00
<b>As at 31st March, 2018</b>	Less than 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings (including current maturities of long-term debts)	140.90	-	-	140.90
Trade payables	122.20	-	-	122.20
Interest accrued but not due on borrowings	-	-	-	-
Other financial liabilities (excluding derivative liability)	-	-	-	-
Derivative liability/ (Assets)	-	-	-	-
Investments	103.00	6.95	-	109.95

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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March, 2019**

**34 (A) CLASSIFICATIONS OF FINANCIAL ASSETS AND LIABILITIES (IND AS 107) : Rs./lacs**

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>Financial Assets at amortised cost #</b>		
Trade Receivables	511	598
Other Financial Assets	284	622
Cash and Cash Equivalents	31	72
Bank Balance other than Cash & Cash Equivalents	-	-
<b>Financial Assets at fair value through profit or loss</b>		
Investments	123	110
<b>Financial Assets at fair value through other comprehensive income</b>		
Investments (Non- Current)	-	-
<b>Total</b>	<b>949</b>	<b>1,401</b>
<b>Financial Liabilities at amortised cost #</b>		
Term Loan from Banks	-	-
Cash Credits/Working Capital Borrowing	46	141
Trade Payables	116	122
Other Financial Liabilities	40	69
<b>Fair Value Hedging Instruments</b>		
Derivative liability/ (Asset)	-	-
<b>Total</b>	<b>201</b>	<b>332</b>

#Considering nature of financial assets and financial liabilities, fair value is same as amortised cost.

**(B) - FAIR VALUE MEASUREMENTS (IND AS 113):**

The fair values of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are trade in the stock exchanges is valued using the closing price or dealer quotation as at reporting date.

Level 2: The fair value of financial instruments that are not traded in as active market ( For example trade bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.



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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Rs./lacs

Particulars	Fair Value	
	As at 31st March, 2019	As at 31st March, 2018
<b>Financial assets at fair value through profit or loss</b>		
Investments- Level 2	123.00	109.96
<b>Fiancial assets at fair value through other comprehensive income</b>		
Investments- Level 2	-	-
<b>Fair Value derivative</b>		
Derivative liability/ (Asset) Level 2	-	-

The management assessed that fair value of cash and bank balances, trade receivables, trade paybles, cash credits, commercial papers and other financial assets and liabilities approximate their carrying amounts largely due to the short- term maturities of these instruments.

The following methods and assumptions were used to estimate the fair values.

- (a) The fair values of the quoted investments/units of mutual fund schemes are based on market price/ net asset value at the reporting date.
- (b) The fair values of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates and interest rate curve of the respective currencies.
- (c) The fair value of the remaining financial instruments is determined using discounted cash flow analysis or based on the contractual terms. The discount rates used is based on management estimates.

**35 (A) DISTRIBUTION MADE AND PROPOSED (IND AS 1) :**

Rs/Lakh

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>Cash dividends on equity shares declared and paid</b>		
Financial dividend for the year ended on 31st March, 2018 : Rs. 1.00 per share (31st March, 2017: Rs 1.00)	31.78	31.78
DDT on final dividend	5.49	5.49
Total Dividend paid	37.27	37.27
<b>Proposed dividends on Equity shares:</b>		
Final dividend for the year ended on 31st March, 2019 Rs. 1.00 Per share.(31st March, 2018: Rs. 1.00 per share)	31.78	31.78
DDT on proposed dividend	5.49	5.49
Total Dividend proposed	37.27	37.27

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

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognized as a liability (including Dividend Distribution Tax thereon) as at 31st March 2019.

**(B) - CAPITAL MANAGEMENT (IND As 1):**

The Company's objectives when managing capital are to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

Rs/Lakh

Particulars	As at 31st March, 2019	As at 31st March, 2018
Total Debt (Bank and other borrowings)	46.05	140.90
Equity	1,480.60	1,373.59
Debt to Equity (Net)	0.03	0.10

In addition the Company has financial covenants relating to the borrowing facilities that it has taken from the lenders like interest coverage service ratio, Debt to EBITDA, etc. which is maintained by the Company.

**36. INCOME TAXES (IND AS 12):**

**(i) Reconciliation of Effective Tax Rate:**

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit before Tax Rs./ lacs	207.43	905.48
Tax Expense Rs. / lacs	58.48	317.22
Effective Tax Rate (in %)	28.19	35.03
Effect of Non-Deductible expenses (in %)	-	-
Effect of Allowances for tax purpose (in %)	-	-
Others (in %)	-	-
Applicable Tax Rate (in %)	28.19	35.03

(ii) The Company has announced a proposed dividend of Rs. 1.00 per share and accordingly, the dividend distribution tax on account of the same amounting to Rs. 5.49 Lacs shall be recognized once the dividend is paid.

**37. GOVERNMENT GRANT (IND AS 20) :**

Government grant received during the year - Rs. Nil (Previous Year Nil)

**=====  
VASUNDHARA RASAYANS LIMITED  
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**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

**NOTE : 38 - AS Per IND AS- 24 Related Party Disclosures:**

**RELATED PARTY DISCLOSURE :**

**(i) As per Ind AS 24, the disclosures of transactions with the related parties are given below:**

List of related parties where control exist and also related parties with whom transactions have taken place and relationships:

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

<b>STATUS</b>	<b>NAME OF THE RELATED PARTY</b>
<b>Holding Company:</b>	<b>P &amp; J Cretechem Pvt. Ltd.</b>
<b>Entities having Common Control (Others):</b>	<b>Taurus Chemicals Pvt.Ltd. Sudhanshu Marketing &amp; Technologies Pvt Ltd</b>
<b>Key Managerial Personnel</b>	<b>Prakash Chand Jain Rajesh Pokerna Sunil Kumar Jain Sanjay kumar Jain Seema Jain</b>

**ii) Transactions during the year with related parties :**

<b>S. No</b>	<b>Nature of Transaction</b>	<b>Holding Company</b>	<b>Key Managerial Personnel</b>	<b>Relatives</b>	<b>Others</b>	<b>Total</b>
1.	Purchase of Goods	636,610	-	-	84,901	721,511
		-	-	-	155,694	155,694
2.	Sale of goods	738,568	-	-	-	738,568
		7,436,266	-	-	931,964	8,368,230
3.	Remuneration	-	4,600,000	-	-	4,600,000
		-	4,000,000	-	-	4,000,000
4.	Professional Charge	-	-	-	-	-
		-	-	-	600,000	600,000
5.	Loan and advances taken Returned.	-	-	-	-	-
		31,000,000	-	-	-	31,000,000
6.	Interest On Loans and Advances Taken	-	-	-	-	-
		1,245,480	-	-	-	1,245,480

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

**Note :-**

Figures in Italic represents Previous Year's amount.

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

<b>Particulars</b>	<b>Relationship</b>	<b>2018-19</b>	<b>2017-18</b>
<b>1 Purchase of Goods</b>			
P&J Cretechem Pvt. Ltd	Holding Company	<b>636,610</b>	-
Taurus Chemicals Pvt.Ltd.	Others	<b>84,901</b>	155,694
<b>2 Sale of goods</b>			
P&J Cretechem Pvt. Ltd	Holding Company	<b>738,568</b>	7,436,266
Taurus Chemicals Pvt.Ltd.	Others	-	931,964
<b>3 Remuneration</b>			
Prakash Chand Jain	Key Managerial	600,000	600,000
Sunil Kumar Jain	Key Managerial	800,000	800,000
Rajesh Pokerna	Key Managerial	1,800,000	1,200,000
Sanjay Kumar Jain	Key Managerial	800,000	800,000
Seema Jain	Key Managerial	600,000	600,000
<b>4 Professional Charge Paid</b>			
Sudhanshu Marketing & Technologies Pvt Ltd	Others	-	600,000
<b>5 Loan and advances taken Returned.</b>			
P&J Cretechem Pvt. Ltd	Holding Company	-	31,000,000
<b>6 Interest on Loans &amp; Advances Taken</b>			
P&J Cretechem Pvt. Ltd	Holding Company	-	1,245,480

**=====  
VASUNDHARA RASAYANS LIMITED  
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**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**

**39** Contingent liabilities (To the extent not provided for) (IND AS 37)- Rs. Nil. (Previous Year: Rs. Nil)

**40 DEFERRED TAX :**

i) Deferred Tax Assets and Liabilities is provided using the Balance Sheet method on temporary differences between the tax base of assets and liabilities and the carrying amount for financial reporting purposes at the reporting date.

**ii) Computation of Deferred Tax Assets/Liabilities (Net)**

Particulars	Upto 31.03.2018	For the Current year	As on 31.03.2019
<b>DEFERRED TAX ASSETS/LIABILITIES</b>	<b>ASSETS</b>	<b>LIABILITIES</b>	<b>LIABILITIES</b>
The balances is comprises of temporary differences attributable to : Property, Plant and Equipments	97,178	361,241	264,063
	<b>97,178</b>	<b>361,241</b>	<b>264,063</b>

**41 Disclosure in accordance with IND AS-19 on “Employee Benefits”**

**Defined Contribution Plan- The Company has recognised the following amounts in the Statement of Profit & Loss for the Year**

Particulars	2018-19	2017-18
Employer’s contribution to Provident Fund	1,253,641	1,079,690
Employer’s contribution to Employee’s State Insurance	578,003	199,262
<b>Total</b>	<b>1,831,644</b>	<b>1,278,952</b>

**Defined Benefit Plan - gratuity**

The Company operates defined benefit plan for gratuity whose cost is determined using the projected unit credit method of actuarial valuation made at the end of the year.

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

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

**41.1 Statement of Profit and Loss / Other Comprehensive Income**

Net Employee Benefit Expenses (recognized in employee cost)

Particulars	2018-19	2017-18
Current Service Cost	288,453	227,733
Interest on defined benefit obligation	371,106	339,509
Expected return on plan assets	(331,757)	(289,036)
Net actuarial losses/(gains) recognized in the year	1,949,372	(411,830)
<b>Total included in employee benefit expense</b>	<b>2,277,174</b>	<b>(133,624)</b>

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

**41.2 Balance Sheet**

Details of Provision for Gratuity as per Actuary Report

Particulars	2018-19	2017-18
Liability at the end of the Year	6,939,919	4,243,859
Fair Value of plan assets at the end of the year	4,726,665	4,196,071
Difference	2,213,254	47,788
Unrecognised past service cost	-	-
Unrecognised transition liability	-	-
<b>Amount in Balance Sheet</b>	<b>2,213,254</b>	<b>47,788</b>

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

Particulars	2018-19	2017-18
Liability at the beginning of the Year	4,665,151	4,665,151
Interest Cost	371,106	339,509
Current Service Cost	288,453	227,733
Past Service Cost (non vested benefit)	-	-
Past Service Cost (vested benefit)	-	-
Benefits paid	334,163	155,412
Actuarial (Gain)/Loss	1,949,372	(411,830)
<b>Liability at the end of the Year</b>	<b>6,939,919</b>	<b>4,665,151</b>

**41.4 Table Showing Fair Value of Plan Assets**

	2018-19	2017-18
Fair Value of Plan Assets at the beginning of the Year	4,328,495	3,961,394
Actual Return on Plan Assets	331,757	289,036
Contributions	400,576	233,477
Benefits paid	334,163	155,412
Fair Value of Plan Assets at the end of the Year	4,726,665	4,328,495
Funded Status	(2,213,254)	(47,788)

<b>41.5 Actuarial (Gain) / Loss Recognised</b>	<b>2018-19</b>	<b>2017-18</b>
Actuarial (Gain) / Loss on obligations	1,949,372	(411,830)
Actuarial (Gain) / Loss for the year on plan assets	-	-
Net Actuarial (Gain) / Loss	1,949,372	(411,830)

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

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

<b>Particulars</b>	<b>2018-19</b>
<b>Investment with insurer</b>	<b>100%</b>

**44 Consumption of Raw Material**

	<b>2018-19</b>	<b>2017-18</b>
Raw Material type	<b>% (Rs in lacs)</b>	<b>% (Rs in lacs)</b>
Imported	7% <b>57.36</b>	1% <b>5.11</b>
Indigeneous	93% <b>806.14</b>	99% <b>686.97</b>
	<b>863.50</b>	<b>692.08</b>

**45 Earnings in Foreign Exchange during the year.**

	<b>2018-19</b>	<b>2017-18</b>
	Rs	Rs
Export Sale	60,692,738	44,944,667
	<b>60,692,738</b>	<b>44,944,667</b>

**46** 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.

**47** 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 47**

**As per our report of even date**  
**FOR MAMTA JAIN & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No.: 328746E

**Mamta Jain**  
(Proprietor)  
Membership No. : 304549  
14 Watkins Lane, Howrah-711101  
Dated this 27th day of May 2019

**For and on Behalf of Board**

**1. Rajesh Pokerna**  
(Managing Director)  
Din. No. 00117365

**3. Prakash Chand Jain**  
(Director)  
Din. No. 00117348

**2. Sunil Kumar Jain**  
(CFO)  
Din. No. 00117331

**4. Shakshi Sharma**  
(Company Secretary)

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

**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 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Monday 30<sup>th</sup> Day of September, 2019 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:



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**VASUNDHARA RASAYANS LIMITED**

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1. Adoption of the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss for the year ended 31st March, 2019 along with the Auditor's Report & Director's Report.
2. To Re-Appoint Shri. Rajesh Kumar Jain, Director retiring by rotation.
3. To decide and declare dividend for the Financial Year 2018-19.
4. To Re-Appoint Shri. Sunil Kumar Jain as Whole Time Director of the Company.
5. To Re-Appoint Shri. Sanjay Kumar Jain as Whole Time Director of the Company.
6. To Re-Appoint Shri. Pravinchandra Majumdar Popatlal as Non-Executive Independent Director of the Company
7. To Re-Appoint Shri. Rajiv Pritidas Kakodkar as Non-Executive Independent Director of the Company
8. To Amend and adopt new Articles of Association as per the provisions of Companies Act, 2013.

Signed this ..... day of ..... 2019

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.

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

**ATTENDANCE SLIP**

Attendance by

(Please tick the appropriate)

1.Member      2.Proxy      3. Authorised Representative

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held on Monday, 30th Day of September, 2019 at 11.30 a.m at SHED NO,42, PHASE-II IDA, MALLAPUR, HYDERABAD-500 076

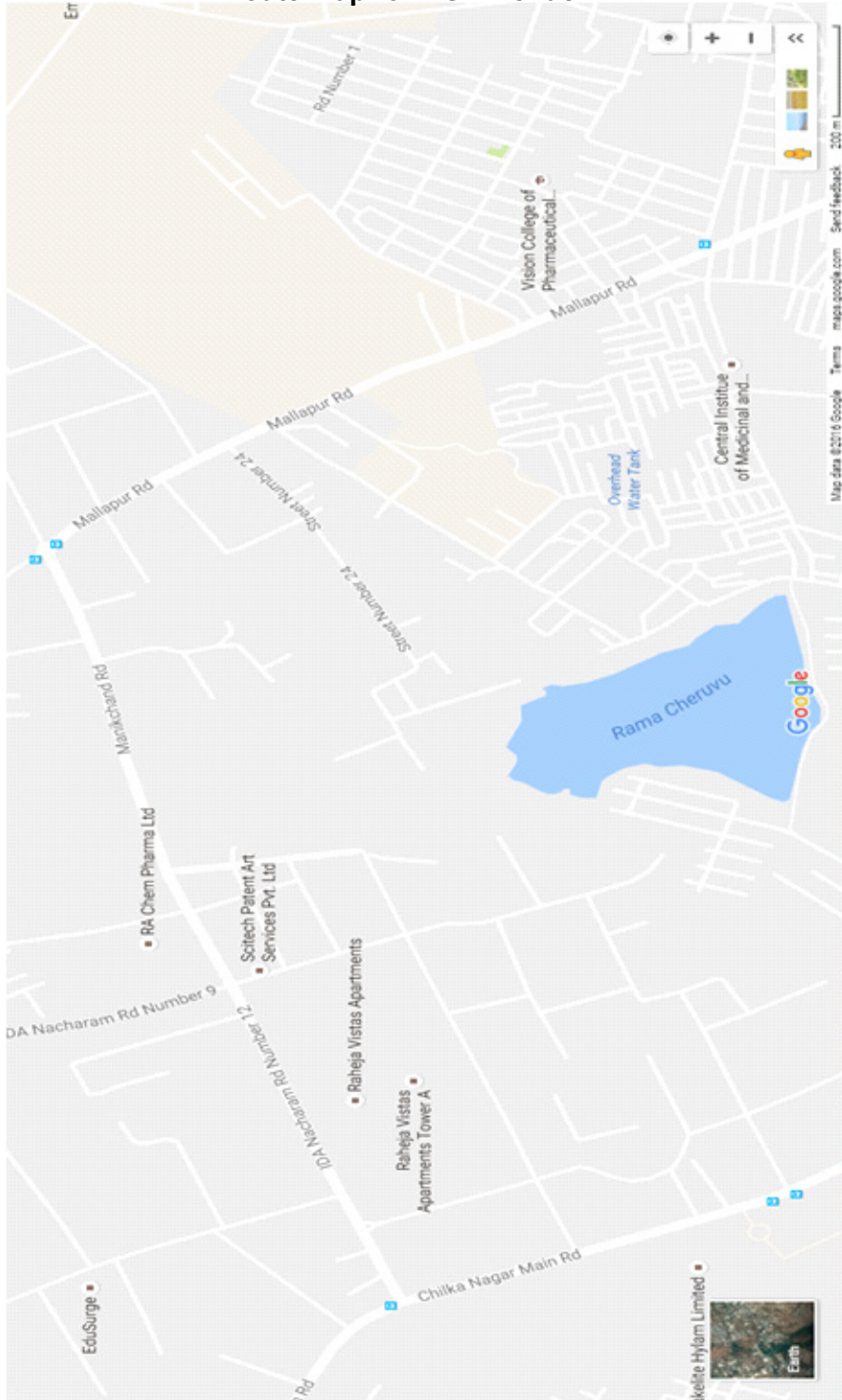
Name of Proxy (in BLOCK LETTERS):

Shareholder's/Proxy's Signature:

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

**VASUNDHARA RASAYANS LIMITED**

**Route Map for AGM Venue**



Near By: Secunderabad Railway Station: 57 Min (20.6 Kms)



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**VASUNDHARA RASAYANS LIMITED**

Annual Report 2018-19

**Printed Matter**

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Phase II, IDA

Mallapur, Hyderabad-500 076