

29.12.2020

To,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

Dear Sir/Madam,

Sub:- Disclosure of voting results & Scrutinizer Report of the 33rd Annual General Meeting of the Company.

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , we are pleased to submit herewith the voting results along with the Scrutinizer's Report dated 29.12.2020, in respect of the 33rd Annual General Meeting of the Company held on 28th December, 2020.

This is for your information and record.

Yours Faithfully,
For **VASUNDHARA RASAYANS LIMITED**

RAJESH POKERNA
MANAGING DIRECTOR
00117365

Encl:- As above



RAKHI AGARWAL
Company Secretary in Practice

6-3-660, Flat 520, Block 4,
Amrit Apartments, Kapadia Lane,
Somajiguda, Hyderabad- 500082
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CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman of the 33rd Annual General Meeting of the members of M/s. **Vasundhara Rasayans Limited** ('the Company') held on Monday, 28th December, 2020 at 11.30 A.M. through Video Conferencing/ Other Audio Visual Means.

Dear Sir,

Sub: Consolidated Scrutinizers Report of remote e-voting and e-voting at the 33rd Annual General Meeting.

I, **Rakhi Agarwal**, Company Secretary in Practice, Hyderabad have been appointed as the Scrutinizer by a resolution passed by the Board at its Meeting, to scrutinize the:

- a) **Remote e-voting process**, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the item nos. from 1 to 11 proposed as ordinary resolutions at the 33rd Annual General Meeting held on Monday, 28.12.2020 at 11.30 A.M. through video conferencing (VC) / other Audio Visual means (OAVM).
- b) **Electronic Voting System** during the AGM through VC/OAVM, pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated May 12, 2020, provided by the Company for the shareholders who have not casted their vote(s) through remote e-voting process prior to AGM but casted vote(S) through e-voting system during the AGM.

The Company has dispatched the notice (together with Annual Report of the Company for FY 2019-20) in respect of the below stated resolutions was sent electronically to all the shareholders of the Company whose email addresses were registered with the Company/Depositories in Compliance with the above said MCA Circulars and SEBI Circular.

The Company engaged Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to the shareholders of the Company. The shareholders of the Company holding shares as on December 21st, 2020 (the cut-off date) were entitled to cast their vote on the resolutions as contained in the notice of AGM. The voting period for remote e-voting commenced on December 25, 2020 from 9:00 a.m. to 5.00 p.m. on December 27, 2020 and the CDSL e-voting platform was deactivated thereafter.

The Management of the Company is responsible to ensure the Compliance with requirements of the Act and the Companies (Management and Administration) rules, 2014 as amended from time to time. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions and "Invalid" votes based on report generated from the electronic platform provided by the Central Depository Services (India) limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I hereby submit my report as under:

1. The Shareholders holding shares as on 21st December, 2020 being cut-off date were entitled to vote electronically on the proposed resolutions mentioned in the Notice of the Annual General Meeting.
2. The remote e-voting period remained open from 9.00 A.M. (ISD) on December 25, 2020 from 9:00 a.m. to 5.00 p.m. on December 27, 2020.
3. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM, who had not cast their votes on resolutions through remote e-voting prior to the AGM.
4. Upon conclusion of the e-voting period the votes were unblocked by me on 28th December, 2020 at 11:50 a.m. in the presence of two witnesses who are not in employment of the Company.
5. I have collated the votes cast by remote e-voting process prior to the AGM and e-voting at the AGM to declare the final results for the resolutions forming part of the Annual General Meeting Notice and ascertained the number of votes "**in favour**" or "**against**" or "**invalid/abstained**".
6. Soft copy of the List of members, for both e-voting at the AGM as well as remote e-voting prior to the AGM, containing the details of members who voted 'for', 'against' and those whose votes were considered as invalid for each resolution will be sent to the Company Secretary, after the announcement of the results by the Company.

I hereby submit the consolidated scrutinizer's report as per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results for every resolution under remote e-voting and e-voting at the AGM, which is annexed herewith.

I confirm that the Registers and records generated from the e-voting platform of Service Provider including the Registers maintained by us in respect of the votes cast through electronic means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting will remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same will be returned.

The combined results as per the provisions of Section 108 of the Act & rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for every resolution under remote e-voting and electronic voting during the AGM are as follows:

ITEM NO. 1 - Ordinary Resolution										
To consider and approve the Audited Financial Statements for the year ended 31st March, 2020 with the Report of the Boards of Directors, Corporate Governance and the Auditors thereon.										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068		1	1	-	0	0	0	65	2142069

ITEM NO. 2 - Ordinary Resolution										
Declaration of Dividend for Financial Year ended 2019-20 – 15%										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 3 - Ordinary Resolution										
To re-appoint Shri Prakash Chand Jain (Din: 00117348) as director liable to retire by rotation										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 4 - Ordinary Resolution										
To re-appoint Smt.Seema Jain (Din: 07158382) as director liable to retire by rotation										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 5 - Ordinary Resolution										
Reappointment of Shri. Rajesh Kumar Jain(Din No.01408526.) as Non-Executive Independent Director of the Company										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 6 - Ordinary Resolution										
Continuation of Independent Directorship of Shri. PravinChandra Majmumdar Popatlal (DIN: 01954981) whose Second Term started from 27.09.2019 upto 26th September, 2024 notwithstanding that he has attained the age of 75 Years.										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 7 - Ordinary Resolution										
Continuation of appointment of Shri Prakash Chand Jain (DIN: 00117348) as Whole time Director of the Company even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Listing Regulations										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 8 - Ordinary Resolution										
Approval of remuneration to Shri. Rajesh Pokerna (DIN: 00117365)designated as Managing Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 9 - Ordinary Resolution										
Approval of remuneration to Shri. Sunil Kumar Jain (DIN: 00117331) designated as Whole Time Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 10 - Ordinary Resolution										
Approval of remuneration to Shri. Sanjay Kumar Jain (DIN: 00357850) designated as Whole Time Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

ITEM NO. 11 - Ordinary Resolution										
Approval of remuneration to Smt. Seema Jain (DIN: 07158382) designated as Whole Time Women Director in terms of provisions of Companies Act, 2013 read with regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment										
ASSENT			DISSENT			INVALID/ABSTAIN			SUMMARY	
No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members	Votes	% of total votes	No. of members voted	Total Votes Received
64	2142068	100	1	1	-	0	0	0	65	2142069

Thanking you,

Yours Faithfully,

Rakhi Agarwal
Practising Company Secretary
FCS:- 7047
CP. No.:- 6270
UDIN: F007047B001732837

Date: 29.12.2020

Place: Hyderabad



RAKHI AGARWAL
Company Secretary in Practice

6-3-660, Flat 520, Block 4,
 Amrit Apartments, Kapadia Lane,
 Somajiguda, Hyderabad- 500082
 Email: rakhiagarwal79@yahoo.com
 Cell: +91 9246530679

Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015

Date of AGM	28.12.2020
Total Number of Shareholders on record date	3759
No. of Shareholders present in the meeting either in person or through Proxy: Promoter and Promoter Group- Public-	N.A.
No. of Shareholders attended the Meeting through Video Conferencing: Promoter and Promoter Group- Public-	33

ORDINARY BUSINESS:

Item No.1:- To consider and approve the Audited Financial Statements for the year ended 31st March, 2020 with the Report of the Boards of Directors, Corporate Governance and the Auditors thereon.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920	-		
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.2:- Declaration of Dividend for Financial Year ended 2019-20 – 15%

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.3:- To re-appoint Shri Prakash Chand Jain (Din: 00117348) as director liable to retire by rotation

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No, of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.4:- To re-appoint Smt.Seema Jain (Din: 07158382) as director liable to retire by rotation

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No, of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.5:- Reappointment of Shri. Rajesh Kumar Jain(Din No.01408526.) as Non-Executive Independent Director of the Company

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No, of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:-	e-Voting	172148	172148	100	172148			

Non- Institutions	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.6:- Continuation of Independent Directorship of Shri. PravinChandra Majmumdar Popatlal (DIN: 01954981) whose Second Term started from 27.09.2019 upto 26th September, 2024 notwithstanding that he has attained the age of 75 Years.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No, of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.7:- Continuation of appointment of Shri Prakash Chand Jain (DIN: 00117348) as Whole time Director of the Company even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Listing Regulations

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No, of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.8:- Approval of remuneration to Shri. Rajesh Pokerna (DIN: 00117365) designated as Managing Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.9:- Approval of remuneration to Shri. Sunil Kumar Jain (DIN: 00117331) designated as Whole Time Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.10:- Approval of remuneration to Shri. Sanjay Kumar Jain (DIN: 00357850) designated as Whole Time Director in terms of provisions of Companies Act, 2013 read with terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:-	e-Voting	172148	172148	100	172148			

Non- Institutions	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								

Item No.11:- Approval of remuneration to Smt. Seema Jain (DIN: 07158382) designated as Whole Time Women Director in terms of provisions of Companies Act, 2013 read with regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No, of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	1969920	1969920	100	1969920			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting							
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	172148	172148	100	172148			
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL								