
VASUNDHARA RASAYANS LIMITED

BOARD OF DIRECTORS

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

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

Siddhartha Agarwal

VASUNDHARA RASAYANS LIMITED

AUDITORS

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

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

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

COMPLIANCE OFFICER

Shri. Siddhartha Agarwal

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@vasundhararasayans.in

VASUNDHARA RASAYANS LIMITED

NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the **31st Annual General Meeting** of the members of **VASUNDHARA RASAYANS LIMITED** will be held on 11.00 A.M. on Saturday, 25th August, 2018 at Shed No.42, Phase II, IDA, Mallapur, Hyderabad – 500 076 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended 31st March, 2018 along with the Auditors' Report & Directors' Report thereon.
2. To appoint a Director in place of Shri. Pravinchandra Majumdar Popatlal (Din: 01954981) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the appointment of , M/s. MAMTA JAIN & ASSOCIATES, Chartered Accountants (FRN.: 328746E), 14, Watkins Lane, Howrah-711101 (WB), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. AGARWAL GUPTA NOKARI AND ASSOCIATES, Chartered Accountants (FRN.: 310041E), 12, Waterloo Street, 3rd Floor, Room No 6, Kolkata, till the conclusion of Annual General Meeting **to be held for the financial year ended 2017-2018, and further for a period of 5 years** subject to approval and ratification as to the said appointment in the ensuing Annual General Meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors, subject to ratification at every Annual General Meeting held by the Company.”

4. To decide and declare dividend for the financial year 2017-18.

SPECIAL BUSINESS:

5. Revision in the remuneration of Shri. Rajesh Pokerna (DIN: 00117365), Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as recommended by the Nomination and Remuneration Committee, the consent of members be and is hereby accorded and ratified for payment of remuneration (either by way of salary, allowances and perquisites) Rs.1,50,000 per month to Shri Rajesh

VASUNDHARA RASAYANS LIMITED

Pokerna, Managing Director of the Company with effect from 1st April, 2018. The period of office of Shri.Rajesh Pokerna is till 18.08.2021.”

RESOLVED FURTHER THAT Shri Rajesh Pokerna shall be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as may from time to time, be available to other senior executives of the Company as per the service rules of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Shri Rajesh Pokerna, Managing Director, including the monetary value thereof from time to time as may be considered appropriate, as recommended by the nomination and remuneration committee, within the overall limits as permissible under provisions of the Companies Act, 2013 and subject to approval of shareholders and other necessary approvals.

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

6. Appointment of 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** in furtherance to earlier ordinary resolution passed by the members at the 27th Annual General Meeting held on 27th September, 2014, and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Shri. Pravinchandra Majumdar Popatlal as Non-Executive Independent Director of the Company for a period of five years (w.e.f. 27.09.2014 upto 27.09.2019 as approved by the Members of the Company in 27th Annual General Meeting of the Company held on 27.09.2014) be and is hereby approved by way of special resolution.

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”.

7. Appointment of Shri. Parag Ashok Sharma, 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** in furtherance to earlier ordinary resolution passed by the members at the 27th Annual General Meeting held on 27th September, 2014, and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Shri. Parag Ashok Sharma as Non-Executive Independent Director of the Company for a period of five years (w.e.f. 27.09.2014 upto 27.09.2019 as approved by the Members of the Company in 27th Annual General Meeting of the Company held on 27.09.2014) be and is hereby approved by way of special resolution.

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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”.

8. Appointment of 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** in furtherance to earlier ordinary resolution passed by the members at the 27th Annual General Meeting held on 27th September, 2014, and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Shri. Rajiv Pritidas Kakodkar as Non-Executive Independent Director of the Company for a period of five years (w.e.f. 27.09.2014 upto 27.09.2019 as approved by the Members of the Company in 27th Annual General Meeting of the Company held on 27.09.2014) be and is hereby approved by way of special resolution.

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”.

9. Appointment of Shri. Rajesh Kumar Jain, 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** in furtherance to earlier ordinary resolution passed by the members at the 27th Annual General Meeting held on 27th September, 2014, and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Shri. Rajesh Kumar Jain as Non-Executive Independent Director of the Company for a period of five years (w.e.f. 27.09.2014 upto 27.09.2019 as approved by the Members of the Company in 27th Annual General Meeting of the Company held on 27.09.2014) be and is hereby approved by way of special resolution.

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”.

10. To approve the overall limits u/s 186 for Loans/ Guarantees/ Securities/ Investment by 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 Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent

VASUNDHARA RASAYANS LIMITED

of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto an aggregate amount not exceeding Rs.100 Crores, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary-for giving-loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.

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 12th JULY, 2018

VASUNDHARA RASAYANS LIMITED

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 18.08.2018 to 25.08.2018 (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.

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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 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.

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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.
15. The members whose names appear on the Register of Members/ list of beneficial owners as on 17th August, 2018 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. The remote e-voting period will commence at 9:00 A.M. (IST) on 22nd August, 2018 and will end at 5:00 P.M. (IST) on 24th August, 2018. 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.

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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 17th August, 2018, may obtain User ID and Password by sending a request at 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.

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 12th JULY, 2018

VASUNDHARA RASAYANS LIMITED

EXPLANATORY STATEMENT**PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No.5:**

Shri Rajesh Pokerna is serving as Managing Director on the Board of the Company since 07.10.2005. The Board of Directors at its meeting held on 28th May, 2018 on the recommendations of Nomination and Remuneration Committee approved for payment of remuneration 1,50,000 per month to Shri Rajesh Pokerna, Managing Director of the Company with effect from 01.04.2018, for remainder of duration of appointment up to 18.08.2021, subject to the approval of the shareholders. The Board had further authorised the Nomination and Remuneration Committee to approve the revision in the remuneration from time to time within the limit as approved by the Board. A brief profile of Shri. Rajesh Pokerna is annexed to the Corporate Governance Report.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 5 are now being placed before the members for their approval by way of Special Resolution.

The following additional detailed information Pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

1	Nature of Industry	
2	Date of expected date of commencement of commercial production	The Company incorporated in the year 1987 since then the Company is in its commercial Operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on 31 st March, 2018: Total Income - Rs. 24.64 CrEBIDTA - Rs. 9.83 CrProfit Before Tax- Rs. 9.05 CrProfit After Tax- Rs. 6.52 Cr
5	Foreign Investments or collaborations, if any.	Nil

==== VASUNDHARA RASAYANS LIMITED ====

II. Information about the appointees:	
1 Background details and Experience	Shri.Rajesh Pokerna, is a Graduate in Mechanical Engineer. He has over 30 years of experience in running the industry.
2 Age	53 years
3 Date of first appointment	07/10/2005
4 Board Meetings attended during the year	Shri. Rajesh Pokerna, Managing Director attended 13 board meetings during the year 2017-18.
5 Past Remuneration (p.a.)	Rs. 12,00,000/- p.a
6 Recognition or awards	-
7 Job Profile and his suitability	Shri Rajesh Pokerna, Managing Director, who is in-charge of operations at factory and exercises powers.
8 Remuneration proposed (p.a.)	Not exceeding to Rs. 18,00,000/-
9 Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with industry standards and similarly positioned businesses.
10 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Shri Rajesh Pokerna does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director
III. Other Information	
1 Reasons of loss or inadequate profits	NA
2 Steps taken or proposed to be taken for improvement	NA
3 Expected increase in productivity and profits in measurable terms:	NA

VASUNDHARA RASAYANS LIMITED

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors except Shri Rajesh Pokerna himself, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.6:

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Pravinchandra Majmundar Popatlal, 80 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years with effect from 22nd September, 2014 in the 29th Annual General Meeting of the Company held on 22.09.2014. Shri Pravinchandra Majmundar Popatlal a B.Pharm Graduate, being the former Worked with Ms/Glaxo Indi Ltd, Mumbai for 36 years as G.M.(Special Projects) and Retired as CEO of M/s. Apte Amalgamation Ltd, Mumbai. guiding the Company in the areas of decision making and Management policies.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices.

None of the Directors except Shri Pravinchandra Majmundar Popatlal himself, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.7:

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Parag Ashok Sharma, 53 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years with effect from 22nd September, 2014 in the 29th Annual General Meeting of the Company held on 22.09.2014. Shri Parag Ashok Sharma a PG, PH.D., being the Highly Qualified and Well Acquainted in handling and developing analytical techniques Using instruments such as HPTLC, HPLC, MPLC etc

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices.

None of the Directors except Shri Parag Ashok Sharma himself, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

VASUNDHARA RASAYANS LIMITED

Item No.8:

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Rajiv Pritidas Kakodkar, 62 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years with effect from 22nd September, 2014 in the 29th Annual General Meeting of the Company held on 22.09.2014. Shri Rajiv Pritidas Kakodkar a B. Pharma & MBA Graduate, has experience Sourcing of Active Pharmaceutical Ingredients into and from India on behalf of Global Companies.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices.

None of the Directors except Shri Rajiv Pritidas Kakodkar himself, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.9:

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Rajesh Kumar Jain, 54 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years with effect from 22nd September, 2014 in the 29th Annual General Meeting of the Company held on 22.09.2014. Shri Rajesh Kumar Jain a B.Com, FCA Graduate, Having rich experience and professional, knowledge in Finance, Accounts and Company Law, adding to the value for the Company.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices.

None of the Directors except Shri Rajesh Kumar Jain himself, is concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.10:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium

VASUNDHARA RASAYANS LIMITED

account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary/associate/group companies for an amount not exceeding Rs.100 crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends the Special resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

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 12th JULY, 2018

VASUNDHARA RASAYANS LIMITED

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday, 22nd August, 2018 at 10:00 am and ends on Friday, 24th August, 2018 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 Friday, 17th August, 2018 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
- (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 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

**=====
VASUNDHARA RASAYANS LIMITED
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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 Details#.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <VASUNDHARA RASAYANS LIMITED> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) 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

VASUNDHARA RASAYANS LIMITED

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

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

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

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

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

REGISTERED OFFICE

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

BY ORDER OF BOARD OF DIRECTORS

Sd/-
(PRAKASH CHAND JAIN)
DIRECTOR
00117348

Sd/-
(RAJESH POKERNA)
MANAGING DIRECTOR
00117365

Dated this 12th JULY, 2018

VASUNDHARA RASAYANS LIMITED

FOR YOUR IMMEDIATE ACTION

IMPORTANT & URGENT

Ref : CIL-RTA/VSL-SEC/07/2018 - FOLIO NO:

Dear Shareholder/s,

Sub : Mandatory updation of PAN and Bank Details against your holding

&

Transfer of Shares in Dematerialized form only w.e.f. 05th Dec, 2018

Pursuant to SEBI Circular Dated 20th April'2018, Shareholders whose Ledger Folios do not have or having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA / to the Company for registration in the Folio. As per the records with RTA / Company, your Folio needs to be updated with the PAN / complete Bank Details so that the investments held by you will be fully protected with proper KYC Compliance.

ACTION REQUIRED FROM YOU :

You are requested to submit the following documents in order to update your PAN / Bank Account Details immediately on receipt of this letter.

- Enclosed format duly filled-in and signed by all the Shareholder/s
- Self attested copy of PAN Card of all the holders
- Cancelled Cheque Leaf with name [if name is not printed, self attested copy of the Pass Book first page]
- Address Proof [self attested Aadhar Card]

In case you have any queries or need any assistance in this regard, please contact:

M/s. Vasundhara Rasayans Limited Shed No. 42, Phase-II, IDA, Mallapur, Hyderabad-500076. Phone Nos.: 040-48504557 Email ID : hydacc@vrlindia.in CIN. L24110TG1987PLC007242	M/s. CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001 (T.S.) Phone : 040-23203155, 23202465 Email : rta@cilsecurities.com
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Further you are requested to note that pursuant to SEBI amendment notification dated: 8th June, 2018 amending Reg 40 SEBI (LODR) Regulations, 2015, no transfer of shares in physical form will be entertained w.e.f 5th Dec, 2018 and all transfer of shares shall be in Dematerialized form only.

In order to demat the shares, please contact your DP with whom you have your Demat Account or if you do not have any, you need to open a demat account first and then dematerialize the shares held by you.

By Vasundhara Rasayans Limited

Sd/-

Siddharth Agarwal

Complaints Officer

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

FORMAT FOR FURNISHING THE PAN AND BANK DETAILS (BY SHARE-HOLDER)

To
CIL SECURITIES LIMITED
214 Raghava Ratna Towers
Chirag Ali Lane, Abids
Hyderabad – 500 001 (T.S)

Dear Sir / Madam,

UNIT : - VASUNDHARA RASAYANS LIMITED)

I/We furnish below our Folio details along with PAN and Bank mandate details for updation and confirmation for doing the needful. I/We are enclosing the self attested copies of PAN Card/s of all the holder/s, original Cancelled Cheque Leaf / Bank Pass Book and address proof viz., Aadhar Card as required for updation of the details.

Folio No.	
Address of the First named Shareholder as per the Share Certificate/s	
Mobile No.	
Email ID (In order to receive all future correspondence/s made by the Company through mail only)	

Bank Account Details : [for Electronic Credit of Unpaid Dividend and all future Dividends]	
Name of the Bank	
Name of the Branch	
Account No.[as appearing in your Cheque Book]	
Account Type [Saving / Current / Cash Credit]	
9 Digit MICR No. [as appearing on the MICR Cheque issued by the Bank]. Please enclose a photocopy of a Cheque for verification	
11 Digit IFSC Code	

	PAN No.	Name	Signature
First Holder			
Joint Holder 1			
Joint Holder 2			

Date :

Place :

NB : The above details will not be updated if the supporting documents are not attached and not duly signed by all the Shareholder/s.

VASUNDHARA RASAYANS LIMITED

DIRECTORS' REPORT

To The Members of
Vasundhara Rasayans Limited

The Directors have pleasure in presenting the 31st Annual Report of your Company and the Audited financial statements for the financial year ended 31st March 2018 together with Auditors' Report thereon.

FINANCIAL RESULTS

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

	(Amount in ₹)	
	CURRENT YEAR ENDED 31.03.2018	PREVIOUS YEAR ENDED 31.03.2017
Turnover	16,59,68,703	15,44,47,620
Other Income	8,04,53,962	44,20,303
Profit/(Loss) before exceptional, items	9,36,47,294	1,14,40,838
Profit/(Loss) before taxation	9,05,47,744	1,14,40,838
Net Profit after Taxation	6,51,93,658	46,17,206

PERFORMANCE

During the year under review the turnover of the Company ₹ 16.60 Crores in comparison to the previous year's figure at ₹ 15.44 Crores.

The company has achieved net profit after tax which is reported at ₹ 6.52 Crores in comparison to profit of ₹ 46.17 lacs in the previous year. The company has been trying hard to reduce the interest and other costs and to get more profits. In future after adopting all cost cutting measures and by improving its overall sales the company is hopeful of performing much better and improves its profitability accordingly.

VN CREATIVE CHEMICALS PRIVATE LIMITED-TRANSFER OF ASSETS

The units situated at C-104, MIDC Industrial Area, Mahad Dist. Raigad, Maharashtra ("Mahad Facility") is about 25 years old and the regulatory requirements of pharmaceutical business have been constantly getting stringent to the extent that all of them cannot be met by simple upgradation and would need a major change. This would need large investment and would also cause disruption of the business. Any

VASUNDHARA RASAYANS LIMITED

disruption of supplies always has risk of losing market share to competitors. In addition to the above geographically the Mahad Facility's location has lost its importance as when the units were put up 25 years back though it was away from the raw material sources but about 75% of the customer were in and around Mumbai, practically all of which have moved their manufacturing out of Mumbai and have spread across the country and hence the current location of the units is neither logistically situated close to raw material source nor close to customer.

In addition to this one of the units which was engaged in job work of organic intermediate with a aim of generation of the critical raw material for the other unit as by product is also not running from last 8 months as there has been a change in management and change in focus of business of the customer who was getting job worked done at the site. Due to this even the critical raw material which was generating in-house from last six years now has to be procured from long distance. However, in light of the changing scenario the Mahad Facility is becoming outdated as well as uncompetitive. Several initiatives such as launching of new products, new applications, pushing sales into territories which are still not that strict with regulatory requirements, cost reduction etc. were taken in the past. However, things are not sustainable as the volume as well as turnover is not improving. As the unit Mahad Facility is considered no longer viable, after considering various options the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 30.03.2017 approved the Company to sell the assets consisting of manufacturing units situated at C-104, MIDC Industrial Area, Mahad Dist. Raigad, Maharashtra and Residential Building on the Residential plot RH-30, at Mahad, District Raigad, Maharashtra ("MIDC Land") to VN CREATIVE CHEMICALS PRIVATE LIMITED, Mumbai (VCCPL) or its nominees together with the right, title and interest in the leasehold rights with respect to the MIDC Land along all specified tangible and intangible assets in relation to the Undertaking (excluding the antacid business, raw materials, intermediate products and finished products and its brand and the specific liabilities).

The above resolution got duly approved through Postal Ballot report as on 20.05.2017.

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 31st March, 2018 is ₹ 3,17,82,000 divided into 31,78,200 equity shares of ₹ 10/- each.

VASUNDHARA RASAYANS LIMITED

DIVIDENDS

Your directors are recommend 10% dividend on equity shares for the financial year ended 31st March, 2018.

RESERVES

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

FIXED DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured/ become due for re-payment as on 31st March 2018.

DIRECTORS

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

The brief particulars of the Directors seeking re-appointment at this Annual General Meeting are being annexed to the Corporate Governance 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.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT

The independent directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub - section(6) of Section 149.

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

VASUNDHARA RASAYANS LIMITED

Managerial Personnel and Senior Management of the Company. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

During the year (13) Board Meetings and (5) 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.

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.

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**

VASUNDHARA RASAYANS LIMITED

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. Hence the resolution put for the approval of shareholders.

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, he placed the resignation letter of M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants and thereby Board of Directors approved the same.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Rakhi Agarwal, Company Secretary in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2017-18. The Report of the Secretarial Audit Report is annexed herewith as "Annexure-II".

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

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations, 2015 with the stock exchanges, is presented in a separate section forms 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

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith 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.

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

VASUNDHARA RASAYANS LIMITED

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 behaviour 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 programmes 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:

VASUNDHARA RASAYANS LIMITED

- a) That in the preparation of the accounts for the financial year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 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 31st March 2018 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 BSORPTION, 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.

During the financial year 2017-18, the Company has not received any Complaints pertaining to Sexual Harassment.

VASUNDHARA RASAYANS LIMITED

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	Ratio to Median Remuneration
Sanjay Kumar Jain, WTD	5.12
Prakash Chand Jain, Director	3.84
Sunil Kumar Jain, CFO/WTD	5.12
Rajesh Pokerna , MD	7.68
Seema Jain, Women Director	3.84

- (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;

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

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

- (iii) The percentage increase in the median remuneration of employees in the financial year Nil
- (iv) The number of permanent employees on the rolls of company is 94.
- (v) The explanation on the relationship between average increase in remuneration and company performance; on an average, employees received an increase of Nil.
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	₹
Remuneration of Key Managerial Personnel (KMP)	
during financial year 2017-18 (aggregated)	40,00,000
Total Revenue	16,59,68,703
Remuneration (as % of Total Revenue)	2.41%

- (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		As at 31.03.2018	As at 31.03.2017
Closing rate of share at BSE	₹	51.45	35.00
EPS (Consolidated)	₹	20.51	1.45
Market Capitalization	₹	16,35,18,390	11,12,37,000
Price Earnings ratio	Ratio	2.51	24.14

- (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;

VASUNDHARA RASAYANS LIMITED

Name of Person	Remuneration Per Annum (₹)	Total Revenue (₹)	Remuneration as % of Total Revenue
Sanjay Kumar Jain, WTD	8,00,000	16,59,68,703	0.48
Prakash Chand Jain, Director	6,00,000	16,59,68,703	0.36
Sunil Kumar Jain, CFO/WTD	8,00,000	16,59,68,703	0.48
Rajesh Pokerna , MD	12,00,000	16,59,68,703	0.72
Seema Jain, Women Director	6,00,000	16,59,68,703	0.36

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

VASUNDHARA RASAYANS LIMITED

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 12th JULY, 2018

**=====
VASUNDHARA RASAYANS LIMITED
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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 : —
Earned : Rs. 4,49,44,667

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 12th JULY, 2018

VASUNDHARA RASAYANS LIMITED

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	Tauras Chemicals Private Limited	Purchase of Goods	01-04-2017-31-03-2018	Purchase of Goods of Rs. 1,55,694/-	24/5/2017	—
2	P & J Cretechem Private Limited Holding Company	Sale of Goods	01-04-2017-31-03-2018	Sale of Goods of Rs. 74,36,266/-	24/5/2017	—
3	Tauras Chemicals Private Limited	Sale of Goods	01-04-2017-31-03-2018	Sale of Goods of Rs. 9,31,964/-	24/5/2017	—
4	P & J Cretechem Private Limited Holding Company	Loans & Advances taken Returned	01-04-2017-31-03-2018	Loans & Advances Taken Returned - Rs. 3,10,00,000/-	24/5/2017	—
5	P & J Cretechem Private Limited Holding Company	Interest on Loans & Advances taken	01-04-2017-31-03-2018	Interest on Loans & Advances taken Rs. 12,45,480/-	24/5/2017	—

VASUNDHARA RASAYANS LIMITED

ANNEXURE II

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

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 – 500003.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	NIC Code of the Product/service	% to Total turnover of the company
1	Dried Aluminum Hydroxide Gel	28180000	
2	Magaldrate	-	
3	Aluminum Hydroxide Pate	27203	

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	
A. Promoters									
(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	—	—	—	—					—
Total shareholding of Promoter (A)	19,69,920	—	19,69,920	61.98	19,69,920	—	19,69,920	61.98	—
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / FI	—	—	—	—	—	—	—	—	—
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1):-	—	—	—	—	—	—	—	—	—
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	87,475	1,21,900	2,09,375	6.59	86947	1,21,900	208847	6.57	0.02

==== VASUNDHARA RASAYANS LIMITED ====

ii) Overseas	—	—	—						
b) Individuals	—	—	—						
i) Individual share holders holding nominal share capital upto Rs. 2 lakh	1,47,137	4,00,180	5,47,712	17.23	2,05,761	4,14,580	6,20,341	19.52	2.29
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2,13,200	81,100	2,94,300	9.26	2,13,200	50,000	263200	8.28	(0.98)
c) Others (specify)									
Non Resident Indians	4,900	—	4,900	0.15	8827	—	8827	0.28	0.13
Overseas Corporate Bodies	—	—	—	—	—	—	—	—	—
Foreign Nationals	—	—	—	—	—	—	—	—	—
Clearing Members	1,51,993	—	1,51,993	4.78	107065	—	107065	3.37	1.41
Trusts	—	—	—	—	—	—	—	—	—
Foreign Bodies-D R	—	—	—	—	—	—	—	—	—
Sub-total (B)(2):-	6,05,100	6,03,180	12,08,280	38.02	6,21,800	5,86,480	12,08,280	38.02	—
Total Public Shareholding (B)=(B)(1)+(B)(2)	6,05,100	6,03,180	12,08,280	38.02	6,21,800	5,86,480	12,08,280	38.02	—
C. Shares held by Custodian for GDRs & ADRs	-								—
GrandTotal(A+B+C)	25,75,020	6,03,180	31,78,200	100	25,91,720	5,86,480	31,78,200	100	—

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 01.04.2017)		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	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	—	—	118200	3.72
3	P.C.S SECURITIES LIMITED	151896	4.78	(45831)	(1.44)	106065	3.34
4	PRADEEP KUMAR JAIN	95000	2.99	—	—	95000	2.99
5	RAMOLI DEALERS PRIVATE LIMITED	80000	2.52	—	—	80000	2.52
6	VINOD AGARWAL	50000	1.57	—	—	50000	1.57
7	VIKAS KAMAL JAIN	31100	0.98	(11100)	(0.35)	20000	0.63
8	PARESH SHAH	14002	0.44	(498)	(0.02)	13502	0.42
9	B. SRINIVAS	12100	0.38	—	—	12100	0.38
10	MANISH KUMAR JAIN	—	—	11900	0.37	11900	0.37

==== 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
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	3,10,00,000	-	3,10,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	1,40,91,424	-	-	-
* Reduction	-	3,10,00,000	-	3,10,00,000-
Net Change			-	-
Indebtedness at the end of the financial year				
i) Principal Amount	1,40,91,424	—	-	1,40,91,424
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				

===== 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	12,00,000	8,00,000	6,00,000	8,00,000	40,00,000
	(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	12,00,000	8,00,000	6,00,000	8,00,000	40,00,000
	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
		Company Secretary	Sunil Kumar Jain Chief Financial Officer	
			₹	₹
1	Gross salary		8,00,000	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	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)
A. COMPANY					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
B. DIRECTORS					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

VASUNDHARA RASAYANS LIMITED



RAKHI AGARWAL
Company Secretary

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

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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 **31st March, 2018** (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, 2018 ("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'):-

VASUNDHARA RASAYANS LIMITED

- (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;

VASUNDHARA RASAYANS LIMITED

- 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 29th September,2017.
- 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 and Cost 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.

VASUNDHARA RASAYANS LIMITED

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-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: 12.07.2018

**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.

VASUNDHARA RASAYANS LIMITED

‘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: 12.07.2018

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 31st March, 2018, the Board consist of the following:

*. 5 Executive Directors;

.& 6 Non-Executive Director out of which 2 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 31.03.2018 has been set out here below:

Sl. No	Name of Director	No. of Board Meetings		Attendance at last AGM on 29.09.2017
		Held	Attended	
1	Shri. Prakash Chand Jain	13	10	Absent
2	Shri. Sanjay Kumar Jain	13	13	Present
3	Shri. Sunil Kumar Jain	13	13	Present
4	Shri. Rajesh Pokerna	13	13	Present
5	Shri. Rajesh Kumar Jain	13	5	Absent
6	Shri. Pravin P.Majmumdar	13	2	Absent
7	Shri. Rajiv Paritidas Kakodkar	13	2	Absent
8	Smt. Parag Ashok Sharma	13	2	Absent
9	Smt. Seema Jain	13	5	Absent
10	Shri. Pradeep Kumar Jain	13	5	Absent
11	Shri. Khivraj Naresh Kumar	13	5	Absent

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

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	9	—	—
2	Sanjay Kumar Jain	9	—	—
3	Sunil Kumar Jain	4	—	—
4	Rajesh Pokerna	2	—	—
5	Rajesh Kumar Jain	6	—	—
6	Pravin P.Majmumdar	0	—	—
7	Rajiv Paritidas Kakodkar	2	—	—
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 31.03.2018. 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:

11.05.2017	15.05.2017	20.05.2017	24.05.2017
29.05.2017	19.06.2017	29.06.2017	11.08.2017
29.09.2017	14.11.2017	27.12.2017	04.01.2018
12.02.2018			

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
 - 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.

VASUNDHARA RASAYANS LIMITED

- * 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:

Sl.No	Name of Director	Designation
1	Pradeep Kumar Jain	Chairman
2	Khivraj Naresh Kumar	Member
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 5 (Five) times during the financial year under review, on 15.05.2017, 24.05.2017, 11.08.2017, 14.11.2017 & 12.02.2018 and the attendance of the members of the Audit Committee as recorded is as under:

SI No	Name of the Director	No. of Meetings Attended
1	Pradeep Kumar Jain	5
2	Khivraj Naresh Kumar	5
3	Rajesh Kumar Jain	5

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.
- 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.

VASUNDHARA RASAYANS LIMITED

(ii) Composition:

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

(iii) Attendance during the year:

The Remuneration Committee met 3 (Three) times, during the financial year under review, 15.05.2017, 11.08.2017, 12.02.2018. The attendance of the meeting by the members of the Committee as recorded is as under:

S. No	Name of the Director	No. of Meetings Attended
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, inter alia, 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.

(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:

VASUNDHARA RASAYANS LIMITED

Apart from receiving sitting fees for attending the Board and Audit Committee Meetings, 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	12,00,000	—	—	—	12,00,000
Seema Jain, Women Director	6,00,000	—	—	—	6,00,000
TOTAL	40,00,000	—	—	—	40,00,000

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.

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

VASUNDHARA RASAYANS LIMITED

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 31st March, 2018 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:

Sl.No.	Name of Director	Designation
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 is acting as Compliance Officer of the Company.

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 31.03.2018.

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:**

Year	Locations	Date	Time
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
2014-2015	Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500 076	12.09.2015	11:30 A.M

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

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

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

2014-15: In the AGM held on 12th September, 2015 the company has passed no Special Resolution

Postal ballot

2016-17: In the Postal Ballot held on 30th 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

VASUNDHARA RASAYANS LIMITED

has been denied access to the Audit Committee. The policy is available on the Company website, 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

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.

Website:

The website 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:

Regulation	Particulars of Regulation	Compliance Status (Yes/ No)
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
23	Related Party Transactions	Yes

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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, 2018 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 31st March, 2011 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:

For the Financial Year	Date of Declaration	Due for transfer on
2010-11	30.09.2011	30.10.2018
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

VASUNDHARA RASAYANS LIMITED

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:

Annual General Meeting	Date	: 25 th August, 2018
	Time	: 11:00 A.M
	Venue	: Shed No.42, Phase II, IDA, Mallapur, Hyderabad-500 076
Financial Calendar	1 st April, 2017 to 31 st March, 2018	
Date of Book Closure	18 th August- 25 th August,2018	
Listing on Stock Exchanges	BSE Ltd	
Stock Code	538634	
ISIN Number for NSDL & CDSL	INE406F01010	

VASUNDHARA RASAYANS LIMITED

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 31st March, 2018:

Category	No. of. Shares	% Holding
Promoters	—	—
Promoters Bodies Corporate	1969920	61.98
Resident Individuals	883541	27.80
Bodies Corporate	208847	6.57
Indian Financial Institutions	—	—
Non Resident Indians	8827	0.28
Government	—	—
Trusts	—	—
Clearing Members	107065	3.37
Mutual Funds	—	—
Banks	—	—
HUF	—	—
Total	3178200	100

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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

Sl. No.	Shareholders Correspondence for	Address
	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.	M/s CIL SECURITIES LIMITED 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.	Shri Siddharth Agarwal 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, 4th 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,
17th 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, 2015, 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.

==== VASUNDHARA RASAYANS LIMITED ====

The Chief Financial Officer is acting as Compliance 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.Pravinchandra Majmundar Popatlal	Shri. Rajiv Pritidas Kakodkar	Shri. Parag Ashok Sharma	Shri. Rajesh Kumar Jain
Expertise in specific functional areas	Worked with Ms/Glaxo Indi Ltd, Mumbai for 36 yers 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.	Highly Qualified and Well Acquainted in handling and developing analytical techniquesUsing instruments such as HPTLC, HPLC, MPLC etc.	Having rich experience and professional, knowledge in Finance, Accounts and Company Law, adding to the value for the Company.
Date of Birth	01/08/1938	23-12-1956	25-07-1965	23-03-1964
Qualification	B. Pharmacy	B.Pharmacy & MBA	PG, PH.D	B.Com., FCA
List of Other Companies in which Directorship is held as on 31st March, 2018.	—	2	—	6
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2018	—	—	—	—

VASUNDHARA RASAYANS LIMITED

DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

Pursuant to the Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29th 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 2017-18.

By Order of the Board

For VASUNDHARA RASAYANS LIMITED

Sd/-

PRAKASH CHAND JAIN

DIRECTOR/COMPLIANCE OFFICER

Place: Hyderabad

Date: 12.07.2018

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VASUNDHARA RASAYANS LIMITED
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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 31st March 2018, 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 Agarwal Gupta Nokari & Rustagi Associates

Chartered Accountants

(FRN- 310041E)

Sd/-

Bhal Chandra Khaitan

Partner

M. No.017387

Date : **12.07.2018**

Place: Kolkata

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**OUTLOOK**

The Government is continuing its reforms and bringing in the GST. Naturally for country of our size and with this kind of implementation across the country and across the products the understanding and mechanism took some time which has immediate negative impact on business but for a better future for organised business as well as ease of business. Lot of paper works and hassles are getting reduced which would help to concentrate and improve the core business. There has been also strong pressure on pharmaceutical companies on the pricing and even that has negative impact on the overall pharma companies which is being seen in the market in general.

OPPORTUNITIES

We have also added a new product Sucralfate, in Spray Dried form, first time in India. In the pharmaceutical market, it takes about 6 to 18 months for approval of a new source hence the results of the same would be seen from coming years.

With the USD getting stronger the company is exploring exports of the product which would help to have better margins. Also trying to expand the market share of such product in domestic market as well.

The company has got an opportunity to find a customer for its existing plant which has become very old and is becoming too difficult to modernize without stoppage of business. The customer has offered the exiting plant for lease or to take up the production on loan license so the business would continue. Meanwhile the aim is to put up or acquire a new plant meeting the regulations of the FDA both domestic as well as international market which is must for the business to continue. This would also help to bring in automation which has become also very important for consistent quality as well as to improve the manufacturing cost which is also under pressure with the increased in the manpower cost.

THREAT & CONCERNS

The Government is very keen to work on the reduction in the pricing of the health care and this would have negative impact on the pharmaceutical companies which would have price pressure back on to the API business. Technologies has been changing much faster and out of box solutions are being seen shaking established businesses more than in the past. Need to be alert and to keep updating the requirement of customer and constantly upgrading the business both technically and commercially to survive.

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VASUNDHARA 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: 12.07.2018

I Certify that —

a. I have reviewed the financial statements and the cash flow statement for the year 2017-18 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 2017-18 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 2017-18;

Significant changes in accounting policies during the year 2017-18 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**

VASUNDHARA RASAYANS LIMITED

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, 2018.

Date: 12.07.2018

CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of corporate governance, by VASUNDHARA RASAYANS LIMITED, for the year ended 31.03.2018 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: 12.07.2018.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VASUNDHARA RASAYANS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **VASUNDHARA RASAYANS LIMITED** ("the company") which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, Cash Flow statement and the Statement of Change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility 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 including Other Comprehensive Income, Cash flows and the Statement of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibilities also includes maintenance of adequate accounting records in accordance with the provisions of the other Act for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

VASUNDHARA RASAYANS LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2018, its Profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

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 of India in terms of sub-section (11) of section 143 of the Act, we give in the '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 and 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, Statement of Profit and Loss including Other Comprehensive Income, the Cash flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies

VASUNDHARA RASAYANS LIMITED

(Indian Accounting Standards) Rules, 2015 as amended :

- e) on the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- 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 report in 'Annexure B'; and
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014: :
 - (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; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - (iii) there are no amounts that are due to be transferred to the Investor Education and Protection Fund by the Company

**For AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**

Chartered Accountants
Firm Reg. No.310041E

Place : Kolkata
Dated :28.05.2018

Bhal Chandra Khaitan
(Partner)
Membership No.017387

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 31st March, 2018, 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

VASUNDHARA RASAYANS LIMITED

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 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, 2018 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.

VASUNDHARA RASAYANS LIMITED

- (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.
- (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.

Place : Kolkata
Dated :28.05.2018

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

Bhal Chandra Khaitan
(Partner)
Membership No.017387

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, 2018 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.

VASUNDHARA RASAYANS LIMITED

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

VASUNDHARA RASAYANS LIMITED

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 31st March 2018, 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.

Place : Kolkata
Dated :28.05.2018

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

Bhal Chandra Khaitan
(Partner)
Membership No.017387

VASUNDHARA RASAYANS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	AS AT 31.03.2018 Rs.	AS AT 31.03.2017 Rs.	AS AT 1-04-2016 Rs.
ASSETS				
Non-current assets				
Property, Plant and Equipment	2	1,037,254	67,842,159	72,837,336
Financial Assets				
(a) Investments	3	-	-	1,120,994
Deferred tax assets (Net)	4	97,178	-	-
Other Non current assets	5	602,250	602,250	602,250
Total Non-Current Assets		1,736,682	68,444,409	74,560,580
Current assets				
Inventories	6	12,622,957	12,805,358	11,382,811
Financial Assets				
(a) Investments	7	10,995,600	695,600	695,600
(b) Trade Receivables	8	59,768,213	37,759,190	39,007,713
© Cash and cash equivalents	9	7,192,931	3,865,535	1,422,620
(d) Loans	10	22,017,260	-	-
(e) Other Financial Assets	11	62,190,713	2,770,620	2,642,669
Other Current Assets	12	27,274,443	8,171,977	23,911,905
Total Current Assets		202,062,117	66,068,280	79,063,318
TOTAL ASSETS		203,798,799	134,512,689	153,623,898
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	13	31,782,000	31,782,000	31,782,000
(b) Other Equity	14	105,577,187	40,383,529	39,609,555
Total Equity		137,359,187	72,165,529	71,391,555
LIABILITIES				
Non current liabilities				
Financial Liabilities				
(a) Borrowings	15	-	-	4,113,225
(b) Other Financial liabilities	16	47,788	414,889	47,975
Deferred Tax Liabilities (Net)	17	-	6,648,817	6,274,391
Total Non-Current Liabilities		47,788	7,063,706	10,435,591
Current liabilities				
Financial Liabilities				
(a) Borrowings	18	14,091,424	31,000,000	46,044,297
(b) Trade Payables	19	12,220,559	9,769,148	6,746,390
© Other Financial Liabilities	20	6,905,507	8,289,967	6,061,687
Other current liabilities	21	1,451,948	-	15,224
Current Tax Liabilities	22	31,722,386	6,224,339	12,929,154
Total Current Liabilities		66,391,823	55,283,454	71,796,752
TOTAL EQUITY & LIABILITIES		203,798,799	134,512,689	153,623,898

SIGNIFICANT ACCOUNTING POLICIES AND

NOTES ON FINANCIAL STATEMENTS

As per our report of even date
FOR AGARWAL GUPTA NOKARI &

RUSTAGI ASSOCIATES

Chartered Accountants
Firm Reg. No.: 310041E

Bhal Chandra Khaitan

(Partner)

Membership No. :017387

12, Waterloo Street, Kolkata - 700 069

Dated this 28th day of May 2018

1 to 49

For and on Behalf of Board

1. Rajesh Pokerna
(Managing Director)

2. Prakash Chand Jain
(Director)

VASUNDHARA RASAYANS LIMITED

Statement of Profit and loss for the year ended 31.03.2018

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
<u>INCOME :</u>			
Revenue from operations	23	165,968,703	154,447,620
Other income	24	80,453,962	4,420,303
Total Income		246,422,665	158,867,923
<u>EXPENSES :</u>			
Cost of Materials Consumed	25	75,189,010	69,239,296
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	26	2,235,290	(1,593,865)
Employee benefits expense	27	27,276,816	30,695,727
Finance costs	28	1,471,210	3,621,565
Depreciation and amortization expense	29	3,160,414	5,581,656
Other expenses	30	43,442,631	39,882,706
Total Expenses		152,775,371	147,427,086
Profit before exceptional items and tax		93,647,294	11,440,837
Exceptional items	31	3,099,550	-
Profit before tax		90,547,744	11,440,837
Tax expenses:	32		
(1) Current tax		31,722,386	2,381,107
(2) Income Tax Adjustment		377,694	4,068,099
(3) Deferred tax Adjustment		(6,745,994)	374,425
Profit for the year		65,193,658	4,617,206
Other Comprehensive Income:			
(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		-	-
Total Comprehensive Income for the Year		65,193,658	4,617,206
Earnings per equity share:	33		
(1) Basic		20.51	1.45
(2) Diluted		20.51	1.45

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

As per our report of even date
FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES

Chartered Accountants
Firm Reg. No.: 310041E

Bhal Chandra Khaitan
(Partner)

Membership No. :017387
12, Waterloo Street, Kolkata - 700 069
Dated this 28th day of May 2018

1 to 49

For and on Behalf of Board

1. Rajesh Pokerna
(Managing Director)

2. Prakash Chand Jain
(Director)

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

Statement of Changes in Equity For the year ended 31.03.2018

A. Equity share capital

Opening balance as at 1 Apr 2016	Changes in equity share capital during the year 2016-17	Closing balance as at 31 Mar 2017	Changes in equity share capital during the year 2017-18	Closing balance as at 31 Mar 2018
31,782,000	-	31,782,000	-	31,782,000

B. Other Equity

	Reserve and Surplus		Other Comprehensive	Total
	Capital Reserve	Retained Earnings	Income	
As on 31st March 2017				
Balance at the Beginning of the year	2,125,000	37,484,555	-	39,609,555
Total Comprehensive Income for the Year	-	4,617,207	-	4,617,207
Dividends	-	(3,178,200)	-	(3,178,200)
Tax on Dividends	-	(665,032)	-	(665,032)
Balance at the end of the year	2,125,000	38,258,529	-	40,383,529
As on 31st March 2018				
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

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

1 to 49

**As per our report of even date
FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**

For and on Behalf of Board

Chartered Accountants
Firm Reg. No.: 310041E

**1. Rajesh Pokerna
(Managing Director)**

**Bhal Chandra Khaitan
(Partner)**

**2. Prakash Chand Jain
(Director)**

Membership No. :017387
12, Waterloo Street, Kolkata - 700 069
Dated this 28th day of May 2018

==== VASUNDHARA RASAYANS LIMITED ====

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2018

PARTICULARS	As at 31st March, 2018		As at 31st March, 2017	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		93,647,294		11,440,837
ADJUSTMENT FOR				
Depreciation	3,160,414		5,581,656	
Interest Received	(2,855,332)		(14,626)	
Profit on sale of Fixed Assets	(76,755,509)		(154,348)	
Interest Paid	1,471,210	(74,979,217)	3,621,565	9,034,247
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		18,668,077		20,475,085
ADJUSTED FOR:				
Trade And Other Receivable	(21,941,536)		1,248,523	
Inventories	182,401		(1,422,547)	
Loans & Advances	(78,802,558)		3,648,598	
Other Current Assets	203,296		-	
Trade Payables and others	2,451,411	(97,906,986)	3,022,758	6,497,332
CASH GENERATED FROM OPERATIONS		(79,238,909)		26,972,417
CASH FLOW BEFORE EXTRA ORDINARY ITEMS		(79,238,909)		26,972,417
Extra Ordinary Items				
Expense Of earlier Years.		3,099,550		-
NET CASH FROM OPERATING ACTIVITIES BEFORE TAXES PAID		(82,338,459)		26,972,417
Taxes Paid During The Year	24,699,358	(24,699,358)	2,820,818	(2,820,818)
NET CASH FROM OPERATING ACTIVITIES (A)		(107,037,817)		24,151,599
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase Of Fixed Assets	-		(682,131)	
Sale of Fixed Assets	140,400,000		250,000	
Acquisition of non current investment	(10,300,000)		1,120,994	
Interest Received	2,855,332		14,626	
		132,955,332		703,489
NET CASH USED IN INVESTING ACTIVITIES (B)		132,955,332		703,489
C. CASH FLOW FROM FINANCING ACTIVITIES				
Repayment of Long Term Borrowings	(367,101)		(4,113,225)	
Proceeds From/(Repayment of) Short Term Borrowings	(16,908,576)		(14,677,383)	
Interest Paid	(1,471,210)		(3,621,565)	
Dividend Paid	(3,843,232)	(22,590,119)	-	(22,412,173)
NET CASH USED IN FINANCING ACTIVITIES (C)		(22,590,119)		(22,412,173)
D. NET (DECREASE) IN CASH & CASH EQUIVALENT (A+B+C)		3,327,396		2,442,915

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

PARTICULARS	As at 31st March, 2018		As at 31st March, 2017	
NET INCREASED / (DECREASED) IN CASH AND CASH EQUIVALENTS				
CASH AND CASH EQUIVALENTS AS AT 1-04-2017(01-04-2016)	3,865,535		1,422,620	
LESS: CASH AND CASH EQUIVALENTS AS AT 31-03-2018 (31-03-2017)	7,192,931		3,865,535	
		3,327,396		2,442,915

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.

**FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**
Chartered Accountants
Firm Reg. No.: 310041E

Bhal Chandra Khaitan
(Partner)

Membership No.: 017387
12, Waterloo Street, Kolkata - 700 069
Dated this 28th day of May 2018

DIRECTORS

1. Rajesh Pokerna
(Managing Director)

2. Prakash Chand Jain
(Director)

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

For the period upto 31st March 2017, the financial statements were prepared under historical cost convention in accordance with the accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014. These financial statements for the year ended 31st March 2018 are the first that the Company has prepared in accordance with Ind As.

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 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 amortised cost**

A financial asset is measured at amortised 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 amortized 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) First Time Adoption of IND AS

The company has adopted Ind AS with effect from 1st April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the opening reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

i) 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 31ST MARCH 2018

NOTE - 11

S. No.	FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK							
		As at 01-04-2016	Addition / Deduction 01-04-2017	As at 01-04-2017	Addition during the year	Deduction during the year	As at 31-03-2018	As at 31-04-2016	Addition / Deduction 01-04-2017	As at 01-04-2017	Addition during the year	Deduction/ adjustment during the year	As at 31-03-2018	WDV as on 31.03.2018	WDV as on 31.03.2017	WDV as on 01.04.2016	
I	Tangible Assets																
1.	LAND	676,446	-	676,446	-	676,446	-	-	-	-	-	-	-	676,446	676,446	676,446	
2.	PLANT & MACHINERY																
	(A) UNIT-1 PLANT & MACHINERY	77,935,009	570,483	78,505,492	-	78,505,492	-	61,652,006	1,236,334	62,888,340	541,900	63,430,240	-	15,617,152	16,283,003	-	
	(B) UNIT-2 PLANT & MACHINERY	32,281,496	-	32,281,496	-	32,281,496	-	13,454,259	2,072,566	15,526,825	892,906	16,419,731	-	16,754,671	18,827,237	-	
3.	FACTORY BUILDINGS																
	(A) UNIT-1 FACTORY BUILDING	30,299,893	-	30,299,893	-	30,299,893	-	10,903,037	734,676	11,637,713	700,178	12,337,891	-	18,662,181	19,396,856	-	
	(B) UNIT-2 IBAP FACTORY BUILDING	13,117,019	-	13,117,019	-	13,117,019	-	2,537,167	431,478	2,968,645	408,707	3,377,352	-	10,148,374	10,579,852	-	
	(C) VRL COLONY	3,575,994	-	3,575,994	-	3,575,994	-	852,026	127,258	979,284	121,284	1,100,567	-	2,586,710	2,723,968	-	
4.	LAB & FIRE FIGHTING EQUIPMENT	492,192	26,500	518,692	-	518,692	-	385,597	7,474	393,071	3,200	396,271	-	125,621	106,595	-	
5.	FURNITURE & FIXTURES	924,135	-	924,135	-	924,135	-	816,761	16,353	833,134	7,045	840,179	-	91,001	107,354	-	
6.	OFFICE EQUIPMENT	1,618,315	85,148	1,703,463	-	1,703,463	-	1,399,208	74,971	1,474,179	36,245	1,510,424	-	229,284	219,107	-	
7.	COMPUTER	1,102,341	-	1,102,341	-	1,102,341	-	1,102,341	-	1,102,341	-	1,102,341	-	-	-	-	
8.	ELECTRICAL INSTALLATION																
	(A) UNIT-1 ELECTRICAL INSTALLATION	2,434,186	-	2,434,186	-	2,434,186	-	2,434,186	-	2,434,186	-	2,434,186	-	-	-	-	
	(B) UNIT-2 ELECTRICAL INSTALLATION	3,573,635	-	3,573,635	-	3,573,635	-	1,821,323	471,395	2,292,718	203,088	2,495,806	-	1,280,917	1,752,312	-	
9.	TOOLS & EQUIPMENT	54,264	-	54,264	-	54,264	-	41,749	3,473	45,222	1,496	46,718	-	9,042	12,515	-	
10.	VEHICLES	4,736,086	1,129,566	3,606,520	-	3,606,520	-	2,976,447	(644,528)	2,331,919	237,347	2,569,266	-	1,274,601	1,759,639	-	
11.	FORK LIFT	680,350	-	680,350	-	680,350	-	287,898	16,292	304,190	7,019	311,209	-	376,160	392,452	-	
	Total (I)	173,501,361	(447,435)	173,053,926	-	165,910,879	-	100,664,025	4,547,742	105,211,767	3,160,414	102,266,389	-	67,842,159	72,837,336	-	

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.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE 3

Investments-Non Current	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Plan Assets - Gratuity (Net of PVDBO)	-	-	1,120,994
Total	-	-	1,120,994

NOTE 4

Deferred Tax Assets(Net)	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Deferred Tax Assets	97,178	-	-
Total	97,178	-	-

NOTE 5

Other Non Current Assets	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Unsecured and considered good			
Advance against Residential Flat	602,250	602,250	602,250
Total	602,250	602,250	602,250

NOTE 6

Inventories	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
a. Raw Materials and components	5,752,245	3,884,987	3,684,139
b. Work-in-progress	663,720	189,010	375,520
c. Finished goods	4,477,500	7,187,500	5,407,125
D. CONSUMABLE STORES	774,582	697,125	1,058,165
E. PACKING MATERIALS	954,910	846,736	857,862
TOTAL	12,622,957	12,805,358	11,382,811

NOTE 7

INVESTMENTS- CURRENT	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
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)	695,600	695,600	695,600

==== VASUNDHARA RASAYANS LIMITED ====

<i>(b) Investments in Mutual Fund</i>			
Franklin India Low Duration Fund	5,000,000	-	-
ICICI Prudential Balanced Advance Fund	5,000,000	-	-
Reliance TOP 200 Fund	300,000	-	-
Total	10,995,600	695,600	695,600

NOTE 8

Trade Receivables(Unsecured, considered good)	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Trade Receivables	59,768,213	37,759,190	39,007,713
Total	59,768,213	37,759,190	39,007,713

NOTE 9

Cash and cash equivalents	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
a. Balances with Scheduled Banks in Current Accounts	7,007,128	3,750,678	1,330,018
b. Cash in hand	185,803	114,857	92,602
Total	7,192,931	3,865,535	1,422,620

NOTE 10

Loans- Current(Unsecured and Considered Good)	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Loans & Advances			
To others	22,017,260	-	-
Total	22,017,260	-	-

NOTE 11

Other Financial Assets-Current	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Deposits	61,726,513	2,118,144	2,018,144
Advance to Staff	464,200	539,310	438,330
Interest on FD Receivable	-	113,166	186,195
Total	62,190,713	2,770,620	2,642,669

VASUNDHARA RASAYANS LIMITED

NOTE 12

Other Current Assets	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Advance to Suppliers and Others	1,253,083	1,683,725	982,568
Balance with Revenue Authorities			
Balance with Sales Tax Authority	-	2,694,835	5,136,926
Balance with Excise Authority	1,244,687	1,251,134	550,403
Balance with GST Authority	383,962	-	-
Income Tax paid of previous years	-	-	16,541,483
Advance Income Tax	24,000,000	2,300,000	-
TDS Receivables	305,605	62,601	-
TCS Receivables	-	2,447	-
Prepaid Expenses	87,106	177,236	700,525
Total	27,274,443	8,171,977	23,911,905

NOTE 13

Share Capital	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Authorised			
45,00,000 Equity Shares of Rs 10/- each	<u>45,000,000</u>	<u>45,000,000</u>	<u>45,000,000</u>
Issued, Subscribed & Paid up			
31,78,200 Equity Shares of Rs 10/- each fully paid in cash	31,782,000	31,782,000	31,782,000
Total	31,782,000	31,782,000	31,782,000

NOTE 13.1

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

Particulars	Equity Shares(31.03.2018)		Equity Shares(31.03.2017)		Equity Shares(01.04.2016)	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3,178,200	31,782,000	3,178,200	31,782,000	-	-
Shares Issued during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	3,178,200	31,782,000	3,178,200	31,782,000	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, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Number	Amount	Number	Amount	Number	Amount
P & J Cretechem Private Limited	1,969,920	19,699,200	1,879,920	18,799,200	1,879,920	18,799,200

NOTE 13.4

The details of Shareholders holding more than 5% shares:

Sr No	Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	P&J Cretechem Private Limited	1,969,920	61.98	1,879,920	59.15	1,879,920	59.15
2	Prashant Shrimal	-	-	250,000	7.87	250,000	7.87

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, 2018

- 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, 2018	As at 31st March, 2017	As at 1st April, 2016
a. Capital Reserves			
Balance as per last financial statement	2,125,000	2,125,000	2,125,000
Closing Balance (A)	2,125,000	2,125,000	2,125,000
b. Surplus in the statement of profit & loss			
Balance as per last financial statement	38,258,529	37,484,555	37,484,555
Add: Profit for the year	65,193,658	4,617,207	-
Other Comprehensive Income	-	-	-
Less: Appropriations			
Final equity dividend (amount Rs 1.00 per shares)-for the Year 2016-17	-	3,178,200	-
Tax on equity dividend	-	665,032	-
Net surplus in the statement of profit and loss (B)	103,452,187	38,258,529	37,484,555
Total(A+B)	105,577,187	40,383,529	39,609,555

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NOTE 15

Borrowings- Non Current	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Secured SBI - Export Packing Credit	-	-	4,113,225
Total	-	-	4,113,225

NOTE 16

Other Financial Liabilities	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Deposit & Public Issue Refund Plan Assets - Gratuity (Net of PVDBO)	-	-	47,975
	47,788	414,889	-
Total	47,788	414,889	47,975

NOTE 17

Deferred tax Liabilities	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Deferred tax liabilities (Net)	-	6,648,817	6,274,391
Total	-	6,648,817	6,274,391

NOTE 18

Borrowings-Current	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Secured - At Amortised Cost			
(a) Working Capital Loans, repayable on demand			
SBI Cash Credit	-	-	5,104,360
ICICI Cash Credit A/c	6,717,593	-	-
ICICI (EPC/PCFC) A/c	7,373,831	-	-
(A)	14,091,424	-	5,104,360
Unsecured - At Amortised Cost			
(a) Loans and advances from related parties	-	31,000,000	40,939,937
(B)	-	31,000,000	40,939,937
Total(A+B)	14,091,424	31,000,000	46,044,297

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NOTE 19

Trade payables	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Total outstanding dues of Micro and Small enterprises	-	-	-
Sundry Creditors for Goods	8,199,621	5,813,443	6,031,854
Sundry Creditors for Expense	4,020,938	3,955,705	714,536
Total	12,220,559	9,769,148	6,746,390

NOTE 20

Other Financial Liabilities	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Liabilities for Expenses	4,307,275	8,289,967	5,937,862
Other Liabilities	247,769	-	123,825
Cheque Overdrawn	2,350,463	-	-
Total	6,905,507	8,289,967	6,061,687

NOTE 21

Other Current Liabilities	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Advances from Customers	1,451,948	-	15,224
Total	1,451,948	-	15,224

NOTE 22

Current Tax Liabilities	As at 31st March,2018	As at 31st March,2017	As at 1st April ,2016
Proposed dividend on equity shares capital	-	3,178,200	-
Tax on proposed equity dividend	-	665,032	-
Provision for taxation - Earlier Years	-	-	12,929,154
Provision for taxation	31,722,386	2,381,107	-
Total	31,722,386	6,224,339	12,929,154

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NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March, 2018

NOTE 23

Revenue from operation	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Sale of products	169,533,354	159,589,645
Income from services - Job Work	-	2,003,610
	169,533,354	161,593,255
Less: Excise duty	3,564,651	7,145,635
Total	165,968,703	154,447,620

NOTE 24

Other Income	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Duty Drawback	370,192	2,556,449
Interest Received (Gross)	2,855,332	14,626
Misc. Income	61,099	1,694,880
Profit on sale of Fixed Assets	76,755,509	154,348
Actuarial Gain on Plan Assets	411,830	-
Total	80,453,962	4,420,303

NOTE 25

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
COST OF MATERIALS CONSUMED		
Inventory at the beginning of the year	5,428,847	5,600,166
Add: Purchases of Raw Material, Consumables, Packing Materials & Utilities during the year	77,241,900	69,067,977
TOTAL	82,670,747	74,668,143
Less: Inventory at the end of the year	7,481,737	5,428,847
Cost of raw materials consumed	75,189,010	69,239,296
Details of raw materials consumed		
Aluminium Chloride Solution	6,014,463	4,757,492
Aluminium Hydroxide	2,366,307	3,479,595
Aluminium Sulphate	46,454	61,061
Furnace Oil	6,361,290	4,328,319
Magnesium Hydroxide	8,092,531	8,233,740
Soda Ash Light	14,708,324	12,319,233
Coal	6,870,111	6,763,072
Others	30,729,530	29,296,785
	75,189,010	69,239,296

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Details of raw materials inventory		
Furnace Oil	727,409	552,400
Steam Coal	205,194	408,965
Soda Ash Light	855,954	334,950
Aluminium Chloride Solution	286,359	439,041
Alumina Tri Hydrate	477,937	458,468
Magnesite	711,504	-
Others	4,217,380	3,235,022
Total	7,481,737	5,428,846

NOTE 26

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<u>CHANGES IN INVENTORIES</u>		
<u>FINISHED GOODS</u>		
At the beginning of the Period	6,899,500	3,527,125
At the end of the Period	4,453,500	6,899,500
	2,446,000	(3,372,375)
<u>WORK-IN-PROGRESS</u>		
At the beginning of the Period	189,010	375,520
At the end of the Period	663,720	189,010
	(474,710)	186,510
<u>FINISHED GOODS FOR FURTHER PROCESSING</u>		
At the beginning of the Period	288,000	1,880,000
At the end of the Period	24,000	288,000
	264,000	1,592,000
Total	2,235,290	(1,593,865)
Details of inventory		
Finished goods		
Dried Aluminium Hydroxide Gel	1,012,500	1,320,000
Magnesium Hydroxide	1,691,000	617,500
Aluminium Phosphate gel	-	210,000
Aluminium Hydroxide Paste	760,000	1,800,000
Magaldrate	990,000	2,952,000
	4,453,500	6,899,500

==== VASUNDHARA RASAYANS LIMITED ====

<u>Work-in-progress</u>		
Dried Aluminium Hydroxide Gel	-	67,000
MgSo4 Soln.	8,700	31,900
Soda Soln.	92,040	22,656
Sodium Aluminate	111,780	33,534
Amonia Gas Process	67,200	22,400
Aluminium Soln (PAC)	24,000	11,520
Aluminium Hydroxide Powder	360,000	-
	663,720	189,010
<u>Finished goods for further processing</u>		
Aluminium Phosphate (Final Stage)	24,000	288,000
	24,000	288,000

NOTE 27

<u>Employee Benefits Expense</u>	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Salaries, Wages and Bonus	22,665,826	24,598,096
(b) Contributions to EPF and Other Funds	1,278,952	1,131,985
(c) Staff Welfare Expenses	1,169,297	2,915,465
(d) Gratuity and Workmen Compensation	2,151,742	2,014,101
(e) Leave Encashment	11,000	36,080
Total	27,276,816	30,695,727

NOTE 28

<u>Finance costs</u>	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest		
To Bank	120,487	299,797
To Others	1,350,723	3,321,768
Total	1,471,210	3,621,565

NOTE 29

<u>Depreciation & Amortization</u>	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation	3,160,414	5,581,656
Total	3,160,414	5,581,656

==== VASUNDHARA RASAYANS LIMITED ====

Note 30

Other Expenses	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Manufacturing Expenses		
Analytical/Testing/Processing Charges	209,461	159,468
Boiler Operation Charges	1,200,000	1,105,000
Carriage inward	202,647	225,561
Electricity Charges	5,902,710	7,385,030
Export Expenses	3,135,924	3,052,785
Generator Maintenance	-	34,392
Packing & Forwarding Charges	4,665	174,726
Repairs and Maintenance of Factory Buildings	2,830,476	834,289
Repairs and Maintenance of Plant & Machinery	2,049,228	1,388,491
Repairs and Maintenance of Others	192,702	1,322,086
Waste Effluent Expenses	3,696,236	2,705,668
Water Charges	997,972	705,852
Total (A)	20,422,021	19,093,348
Administrative, selling and other expenses		
Advertisement Expenses	72,303	63,281
AGM Expenses	3,825	4,370
Bank Charges	277,927	253,964
Books, Subscriptions & Periodicals	3,000	58,000
Business Promotion Expenses	10,000	980,515
Carriage Outward	4,596,184	1,999,457
Can Hire Charges	753,668	702,669
Commission On Sales	1,024,432	1,895,490
Conveyance Expenses	121,173	326,364
Directors Remuneration	4,000,000	4,000,000
Discount	11,380	14,803
Donation	2,612,111	-
E- Voting Charges	6,897	8,980
Exchange Fluctuation	82,407	1,835
Filing Fees	9,990	20,975
Fork Lift Maintenance	17,134	39,715
Fumigation/Pest Control Charges	30,250	27,300

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Garden Maintenance	490	7,048
General Expenses	506,080	408,376
Guest House Maintenance	-	64,860
Insurance Expenses	464,241	351,750
Labour Welfare Fund	7,316	3,504
Listing & Registration Charges	250,000	200,000
Loan Processing Fees	-	301,500
Memberships Fee	59,000	36,100
Office Maintenance	210,182	129,087
Postage & Courier Charges	562,504	396,687
Printing & Stationery	509,069	459,008
Professional Charges	1,692,600	1,278,550
Rates & Taxes	3,190,277	614,104
Rent Paid	210,000	201,000
Security Service Charges	-	289,255
Service Tax paid on Outwards	137,568	365,403
Shortage a/c	-	2,834,335
Swach Bharat Cess	22,947	117,715
Sundry Balance written off	138,498	318,883
Telephone & Cell Phone Expenses	230,150	250,651
Travelling Expenses	680,355	880,293
Vehicle Maintenance	59,074	404,601
VRL Colony Maintenance	60,822	56,512
Weighment, Load/Unloading & Hamali Charges	197,877	225,625
Remuneration to Auditors:		
Audit Fee	198,879	196,792
Total (B)	23,020,610	20,789,358
Total(A+B)	43,442,631	39,882,706

Note 31

Exceptional Items	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Expense on Sale of Fixed Assets	3,099,550	-
Total	3,099,550	-

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Note 32

Tax Expense	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Current Tax		
Provision for Income Tax	31,722,386	2,381,107
Balance debited to P/L A/c.	31,722,386	2,381,107
(b) Income Tax Paid Under IDS	393,752	-
Income Tax Adjustment	(16,058)	4,068,099
	377,694	4,068,099
(c) Deferred Tax Liability Adjustment	6,745,994	374,425

Note 33

Earning per share (EPS) (IND AS 33)	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Numerator used for Calculating basic and diluted Earning Per Share-Profit After Taxation	65,193,658	4,617,206
Weighted average no. of Shares used as denominator for Calculating EPS.	3,178,200	3,178,200
Nominal Value Per Share	10	10
Basic and Diluted Earning Per Share	20.51	1.45

Note 34

Payment to Auditor as	For the year ended 31st March, 2018	For the year ended 31st March, 2017
a. Statutory audit fee	52,500	52,500
b. Internal audit fee	80,000	80,000
c. Tax audit fee	15,000	15,000
d. Reimbursement of expenses	51,379	49,292
Total	198,879	196,792

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

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March, 2018

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
A. Market Risk			
1) Foreign Exchange Risk	Committed commercial transaction Financial asset and Liabilities not denominated in INR	Cash Flow Forecasting Sensitivity Analysis	Forward foreign exchange contracts
2) Interest Rate	Long Term Borrowings at variable rates Investments in Debt Schemes of Mutual Funds and Other Debt Securities	Sensitivity Analysis, Interest rate movements	Portfolio Diversification
3) Commodity Price Risk	Movement in prices of commodities	Sensitivity Analysis, Commodity price tracking	Active inventory management, Sales Price linked to purchase price
B. Credit Risk	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
C. Liquidity Risks	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.

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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, 2018	As at 31st March, 2017
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 2018	140	140
Total as at 31st March 2017	310	310

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

(Rs. In Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
INR	1.4	3.1

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.

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.

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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, 2018 is Rs.109 Lacs (31st March, 2017- Rs. 6.95 Lacs).

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				
As at 31st March, 2018	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
As at 31st March, 2018	Less than 1 Year	1 to 5 Years	More than 5 Years	Total
Borrowings (including current maturities of long-term debts)	310.00	-	-	310.00
Trade payables	97.69	-	-	97.69
Interest accrued but not due on borrowings	-	-	-	-
Other financial liabilities (excluding derivative liability)	-	-	-	-
Derivative liability/ (Assets)	-	-	-	-
Investments	-	6.95	-	6.95

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NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March, 2018

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

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Financial Assets at amortised cost #		
Trade Receivables	598	378
Other Financial Assets	622	28
Cash and Cash Equivalents	72	39
Bank Balance other than Cash & Cash Equivalents	-	-
Financial Assets at fair value through profit or loss		
Investments	110	7
Financial Assets at fair value through other comprehensive income		
Investments (Non- Current)	-	-
Total	1,401	451
Financial Liabilities at amortised cost #		
Term Loan from Banks	-	-
Cash Credits/Working Capital Borrowing	141	-
Trade Payables	122	98
Other Financial Liabilities	69	83
Fair Value Hedging Instruments		
Derivative liability/ (Asset)	-	-
Total	332	181

#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.

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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, 2018	As at 31st March, 2017
Financial assets at fair value through profit or loss		
Investments- Level 2	109.96	6.96
Fiancial assets at fair value through other comprehensive income		
Investments- Level 2	-	-
Fair Value derivative		
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.

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

Rs/Lakh

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Cash dividends on equity shares declared and paid		
Financial dividend for the year ended on 31st March, 2017 : Rs. 1.00 per share (31st March, 2016: Rs Nil)	31.78	31.78
DDT on final dividend	5.49	6.65
Total Dividend paid	37.27	38.43
Proposed dividends on Equity shares:		
Final dividend for the year ended on 31st March, 2018 Rs. 1.00 Per share.(31st March, 2017: Rs. 1.00 per share)	31.78	31.78
DDT on proposed dividend	5.49	6.65
Total Dividend proposed	37.27	38.43

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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 2018.

(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, 2018	As at 31st March, 2017
Total Debt (Bank and other borrowings)	140.90	310.00
Equity	1,373.59	721.66
Debt to Equity (Net)	0.10	0.43

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.

INCOME TAXES (IND AS 12):

(i) Reconciliation of Effective Tax Rate:

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Profit before Tax Rs./ lacs	905.48	114.41
Tax Expense Rs. / lacs	317.22	23.81
Effective Tax Rate (in %)	35.03	20.81
Effect of Non-Deductible expenses (in %)	-	-
Effect of Allowances for tax purpose (in %)	-	-
Others (in %)	-	-
Applicable Tax Rate (in %)	35.03	20.81

(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.

38. GOVERNMENT GRANT (IND AS 20) :

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

39. GOODS AND SERVICE TAX

Effective July 01, 2017, sales are recorded net of GST whereas earlier sales were recorded gross of excise duty which formed part of expenses.

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NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

NOTE : 40 - 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

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

ii) Transactions during the year with related parties :

S. No	Nature of Transaction	Holding Company	Key Managerial Personnel	Relatives	Others	Total
1.	Purchase of Goods	-	-	-	155,694	155,694
		193,800	-	-	353,734	547,534
2.	Sale of goods	7,436,266	-	-	931,964	8,368,230
		9,914,519	-	-	2,778,313	12,692,832
3.	Remuneration	-	4,000,000	-	-	4,000,000
		-	4,000,000	-	-	4,000,000
4.	Professional Charge	-	-	-	600,000	600,000
		-	-	-	600,000	600,000
5.	Loan and advances taken.	-	-	-	-	-
		6,000,000	-	-	-	6,000,000
6.	Loan and advances taken Returned.	31,000,000	-	-	-	31,000,000
		15,000,000	-	-	-	15,000,000
7.	Interest On Loans and Advances Taken	1,245,480	-	-	-	1,245,480

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	<i>3,090,536</i>	-	-	-	<i>3,090,536</i>
Balance as at 31st March, 2018					
8. Unsecured Borrowings	-	-	-	-	-
	<i>31,000,000</i>	-	-	-	<i>31,000,000</i>
9. Trade Receivables	-	-	-	-	-
	<i>5,062,583</i>	-	-	-	<i>5,062,583</i>

Note :-

Figures in Italic represents Previous Year's amount.

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

Particulars	Relationship	2017-18	2016-17
1 Purchase of Goods			
P&J Cretechem Pvt. Ltd	Holding Company	-	193,800
Taurus Chemicals Pvt.Ltd.	Others	155,694	353,734
2 Sale of goods			
P&J Cretechem Pvt. Ltd	Holding Company	7,436,266	9,914,519
Taurus Chemicals Pvt.Ltd.	Others	931,964	2,778,313
3 Remuneration			
Prakash Chand Jain	Key Managerial	600,000	600,000
Sunil Kumar Jain	Key Managerial	800,000	800,000
Rajesh Pokerna	Key Managerial	1,200,000	1,200,000
Sanjay Kumar Jain	Key Managerial	800,000	800,000
Seema Jain	Key Managerial	600,000	600,000
4 Professional Charge Paid			
Sudhanshu Marketing & Technologies Pvt Ld	Others	600,000	600,000
5 Loan and advances taken.			
P&J Cretechem Pvt. Ltd	Holding Company	-	6,000,000
6 Loan and advances taken Returned.			
P&J Cretechem Pvt. Ltd	Holding Company	31,000,000	15,000,000
7 Interest on Loans & Advances Taken			
P&J Cretechem Pvt. Ltd	Holding Company	1,245,480	3,090,536
Balance as at 31st March, 2018			
1 Unsecured Borrowings			
P&J Cretechem Pvt. Ltd	Holding Company	-	31,000,000
2 Trade Receivables			
P&J Cretechem Pvt. Ltd	Holding Company	-	5,062,583

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NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

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

42 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 31.03.2017	For the Current year	As on 31.03.2018
DEFERRED TAX ASSETS/LIABILITIES	LIABILITIES	ASSETS	ASSETS
The balances is comprises of temporary differences attributable to :			
Property, Plant and Equipments	6,648,817	6,745,994	97,178
	6,648,817	6,745,994	97,178

43 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	2017-18	2016-17
Employer’s contribution to Provident Fund	1,079,690	1,131,985
Employer’s contribution to Employee’s State Insurance	199,262	-
Total	1,278,952	1,131,985

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 recongnised in the profit and loss account, and the fund status and amount recognised in the balance sheet for the gratuity benefit plan.

43.1 Statement of Profit and Loss / Other Comprehensive Income

Net Employee Benefit Expenses (recognized in employee cost)

Particulars	2017-18	2016-17
Current Service Cost	227,733	118,400
Interest on defined benefit obligation	339,509	157,656
Expected return on plan assets	(289,036)	(259,064)
Net actuarial losses/(gains) recognized in the year	(411,830)	1,997,109
Total included in employee benefit expense	(133,624)	2,014,101

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43.2 Balance Sheet

Details of Provision for Gratuity as per Actuary Report

Particulars	2017-18	2016-17
Liability at the end of the Year	4,243,859	4,243,859
Fair Value of plan assets at the end of the year	4,196,071	3,828,970
Difference	47,788	414,889
Unrecognised past service cost	-	-
Unrecognised transition liability	-	-
Amount in Balance Sheet	47,788	414,889

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

Particulars	2017-18	2016-17
Liability at the beginning of the Year	4,243,859	1,970,694
Interest Cost	339,509	157,656
Current Service Cost	227,733	118,400
Past Service Cost (non vested benefit)	-	-
Past Service Cost (vested benefit)	-	-
Benefits paid	155,412	-
Actuarial (Gain)/Loss	(411,830)	1,997,109
Liability at the end of the Year	4,243,859	4,243,859

43.4 Table Showing Fair Value of Plan Assets

Particulars	2017-18	2016-17
Fair Value of Plan Assets at the beginning of the Year	3,828,970	3,091,688
Actual Return on Plan Assets	289,036	259,064
Contributions	233,477	478,218
Benefits paid	155,412	-
Fair Value of Plan Assets at the end of the Year	4,196,071	3,828,970
Funded Status	(47,788)	(414,889)

43.5 Actuarial (Gain)/Loss Recognised

	2017-18	2016-17
Actuarial (Gain)/Loss on obligations	(411,830)	1,997,109
Actuarial (Gain)/Loss for the year on plan assets	-	-
Net Actuarial (Gain)/Loss	(411,830)	1,997,109

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

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Particulars	2017-18
Investments with insurer	100%
Principal actuarial assumptions as at the balance sheet date:	
Particulars	2017-18
Discount Rate	8%
Salary Escalation	6%
Employee Attrition Rate	2%

43.7 The Company has also made provision for Liability related to their employees who are not covered under the above scheme. The balance of this Non-Funded Liability as on 31.03.2018 is Rs.9,05,865/- (Previous year Rs.9,05,860/-).

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

45 SEGMENT REPORTING (IND AS 108) :

Reporting Segment (Geographical Segment):

(Figures in Lakhs)

	Export	Domestic	Total
Sales	449.45	1,210.24	1,659.69
Less: Direct Expenses (Freight)	31.36	2.03	33.39
Less: Allocated Mfg. Exp (RM + Mfg. Exp.)	249.88	672.85	922.72
Add: Increase in Stock	-	(22.35)	(22.35)
Segment Result			681.22
Less: Unallocated Overheads (Employee Cost + Admn.Exp + Interest + Depreciation + Freight)			549.29
Add: Other Income			804.54
Less: Exceptional Item			31.00
NET PROFIT BEFORE TAX			905.48
Less: Provision for Income Tax			317.22
Less: Income tax Adjustment			3.78
Less: Deferred Tax Liabilites			-67.46
PROFIT FOR THE PERIOD			651.94

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

46 Consumption of Raw Material

		2017-18		2016-17
Raw Material type	%	(Rs in lacs)	%	(Rs in lacs)
Imported	1%	5.11	0.84%	6.55
Indigeneous	99%	686.97	99.16%	771.51
		692.08	100%	778.06

47 Earnings in Foreign Exchange during the year.

	2017-18	2016-17
	Rs	Rs
Export Sale	44,944,667	44,349,270
	44,944,667	44,349,270

48 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.

49 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 49

DIRECTOR

**FOR AGARWAL GUPTA NOKARI &
RUSTAGI ASSOCIATES**
Chartered Accountants
Firm Reg. No.: 310041E

**1. Rajesh Pokerna
(Managing Director)**

Bhal Chandra Khaitan
(Partner)
Membership No. :017387
12, Waterloo Street, Kolkata - 700 069
Dated this 28th day of May 2018

**2. Prakash Chand Jain
(Director)**

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

Detailed Notes

Detail Sheet of Balance Sheet

Unsecured Loans & Advances

	Amount(‘)	
<u>Loans and advances from related parties</u>	As on 31st March, 2018	As on 31st March, 2017
<i>P&J CRETECHEM PVT.LTD</i>	-	31,000,000
(A)	-	31,000,000
<u>CASH AND CASH EQUIVALENT.</u>	As on 31st March, 2018	As on 31st March, 2017
Cash-in-hand	185,803	114,857
(A)	185,803	114,857
ABN AMRO BANK	872,776	655,339
CITI BANK - 0277779331	15,588	15,588
HDFC - DIVIDEND A/C(00428600000029)	176,080	176,080
HDFC - GROUP GRATUITY (00421110000143)	-	-
HDFC - SEC’BAD(004223200006848)	3,227,896	683,083
ICICI Bank USD(000806000424)	1,274,720	-
ICICI BANK - (004805013486)	18,683	18,683
ICICI BANK - (004805015936)	-	24,972
Kotak Mahindra Bank	1,000,000	-
SBI - MAHAD A/C (33158185464)	32,335	74,827
SBI EEFC A/C(31917560360)	-	213,554
SBI - NAVASHEVA (10072876999)	16,965	228,009
SBI Dadar New (A/c 36744287571)	372,085	-
SBI Dadar CC (10001716609)	-	1,660,544
(B)	7,007,128	3,750,678
TOTAL(A+B)	7,192,931	3,865,535
<u>Detailed Notes</u>		
<u>List Of Sundry Creditors.</u>		
	31.03.2018 Amount(‘)	31.03.2017 Amount(‘)
SUNDRY CREDITORS FOR GOODS - MAHAD		
Acid Industries	19,913.00	-
Allied Trading Company	-	50,206.00
Apple Pharma	-	475,003.60
Bec Chemicals Pvt.Ltd	22,146.00	33,760.00
Best Electricals	12,123.00	4,503.00
Bintex Corporates Pvt.Ltd	-	20,827.00

==== VASUNDHARA RASAYANS LIMITED ====

Blue Horizon	6,372.00	3,240.00
Bombay Industrial Marketing Pvt.Ltd	2,016,105.00	1,099,724.00
Canlift India	-	13,688.00
Consul Neowatt Power Solutions Pvt.Ltd	-	25,102.00
Evonik Catalysts India Pvt.Ltd	354,188.00	338,879.00
Emco Dyestuff Pvt Ltd	520,380.00	-
Fire Tech Engineers	-	46,000.00
Gandhi Sales Corporation	-	8,040.00
Ganesh Engineering Works	2,667.00	12,932.50
Gujarat Agrochem Limited	21,586.00	4,109.00
Hauback colour Pvt Ltd	713,179.93	-
Hemani Industries Limited(Unit-Iii)	-	744.00
H.N.Shah & Company	-	10,557.00
Indo Engineering Corporation	-	59,087.00
Jaysons Ammonia & Chemicals Pvt.Ltd	955,800.00	140,119.28
Jigar Chemicals	-	29,437.00
Jupiter Petrochem	918,249.00	1,114,253.00
Khetan Plastopack Pvt.Ltd	-	180,522.00
Khosla Profil Pvt.Ltd	-	192,493.35
Kokan Gases	-	2,650.00
Limra Fuel Corporation	808,146.00	484,544.80
Lubstar Petro Chem Industries	885.00	-
M.Ochhavlal & Co.	-	12,243.00
Munibaba Hardware	-	8,881.00
Nrj Pharmachem Pvt.Ltd	-	22,060.00
Optemus telematics Pvt Ltd	12,259.00	-
Paramount Chemicals & Acid Corp.	-	318,050.00
Pharchem(Creditors)	125,564.00	163,402.00
Phthalo Colours & Chemicals (I) Ltd	123,548.00	18,347.00
Power Lube	-	5,107.00
Potence Cotrols Pvt Ltd	2,700.00	-
Ratan Deep Electricals Hardware & General Stores	137,808.00	51,220.00
Rekha Sales Corporation	819,534.00	-
R.K.Corporation	-	11,501.00
R.K.Enterprise	-	7,208.00
Rohit Engineering Works	34,807.00	-
Sakshi Enterprises	2,479.00	1,767.00
Sanika Chemicals Pvt.Ltd	-	1,771.00
Sateri Enterprises	-	29,680.00
Shreeji Trading Co	18,526.00	-
Shree Radhika Chemical	-	31,702.00
Shree Samarth Enterprises	360.00	1,738.00
Shree Shakti Coal Corporation	-	524,129.00
S.R.Enterprises	166,812.00	178,913.00
Sterling Chemie Pharma	18,590.00	13,912.00
Time Technoplast Ltd	265,559.00	-
Ultrafil Air Systems (I) Pvt Ltd	21,325.00	-
Vineeth Precious Catalysts Pvt.Ltd	78,010.00	61,390.00
	8,199,621	5,813,443

==== VASUNDHARA RASAYANS LIMITED ====

SUNDRY CREDITORS FOR EXPENSE - MAHAD

Airbon International	20,343	29,710
Aslam Construction	83,088	81,434
Associated Road Carriers Ltd	-	214,465
Bcd Agency Pvt.Ltd	346,333	176,507
Compucare Computer Service	4,980	-
Classic Computers	-	650
Deep Consultants	32,400	-
Dattakrupa Transport	-	114,000
Dosti Fabricators	1,157,853	342,663
Kishore Automobiles	52,593	-
Geonet Infrastructure Pvt.Ltd	-	190,950
Globe Carrying Co.(Ank)	-	11,200
MMA Cepa Co-operative Soceity	1,108,158	-
M.K.Services	-	9,567
Nirjhar Sarees Trading Pvt.Ltd	-	919,750
Patil Pest Control	3,010	1,956
Qazax Pharma	-	196,657
Rakhi Agarwal	67,500	67,500
Reetu Roadlines Pvt.Ltd	430,800	-
S.B.Kabra & Co.	21,600	21,000
Shakti Transport Company	-	54,196
Shivkripa Transport	239,823	433,230
Shree Vaibhavi Roadways	508,635	340,463
Shree Satguru Enterprises	166,723	-
Shipra Labs Limited	51,714	-
Surat Goods Transport Pvt.Ltd	156,185	149,241
Trackon Express	-	11,433
HDFC Vehicle Loan	-	158,333
	4,020,938	3,955,705

ADVANCE TO SUPPLIER

Compressor Spare Centre	-	6,267
Aglient Technologies	600,380	-
Agarwal Coal Corporation Pvt.Ltd	-	261,913
Bhatia Global Trading Ltd,Indore	-	64,109
Chromachine Laboratory Pvt Ltd	17,924	-
Hindalco Industries Ltd - Ap	24,489	24,489
Hindalco Industries Ltd - Mumbai	44,368	44,368
Indian Oil Corporation Ltd	96,853	96,853
Inox Air Products Ltd	15,604	25,614
National Aluminium Co.Ltd	35,415	1,046,218
Neoflame Engineers	13,648	13,648
Plosole Industries	56,640	-
Rashtriya Chemicals And Fertilisers Limited	-	13,484
Spiritual Specialist	15,000	-
	920,320	1,596,963

==== VASUNDHARA RASAYANS LIMITED ====

Liabilities for Expenses	Amount(₹)	Amount(₹)
TDS Payable	243,104	291,844
Agarwal Gupta Nokari & Rustagi Associates	60,750	60,750
Bonus Payable	1,400,000	1,600,000
Commission Payable	230,882	96,096
Non Funded Gratuity	905,860	905,860
Professional Tax	93,450	34,725
Provision For Expenses	674,114	1,275,834
Duties & Taxes Payable	-	145,333
Providend Fund Payable	183,255	677,835
ESI Payable	43,800	-
Electricity Payable	472,060	581,690
Salaries Payable	-	2,620,000
	4,307,275	8,289,967
Other Liabilities		
Apna Sahakari Bank	227,870	-
LIC of India	19,899	-
	247,769	-

Advances

Particulars	As on 31st March, 2018	As on 31st March, 2017
Long term		
Advance against residential Flat	602,250	602,250
	602,250	602,250

Short term Loan & Advancess

others		
Tanvi Financial Services Pvt Ltd	20,000,000.00	-
Simha Vrudhi Developers Pvt Ltd	2,017,260.00	-
	22,017,260.00	-
	2017-18	2016-17
	Amount(₹)	Amount(₹)
Advance to Suppliers and Others		
Adavance to LIC for Gratuity	182,763	86,762
Advance to creditors	920,320	1,596,963
Other Advance-	150,000	-
	1,253,083	1,683,725
Staff Advances		
Mahad Staff	330,400	270,850

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

Mahad Workers	70,800	145,360
Unit 2 Workers	-	14,100
HYD/SEC	113,000	109,000
	514,200	539,310
<u>Deposits</u>		
Rastriya Chemicals	-	100,000
Bank Guarantee Margin Deposit	350,000	-
Bpc Limited	4,050	4,050
Electricity Deposit	1,042,576	1,042,576
Fixed Deposit	86,694	99,207
Fixed Deposit With Bank	156,533	25,992
Fixed Deposits with ICICI Bank	24,551,634	-
Fixed Deposits with Kotak Mahindra Bank	14,156,133	-
Fixed Deposits with HDFC Bank	20,535,224	-
Haffkine Biopharma Corp.Ltd Deposit	20,000	20,000
Kokan Gases Deposit	6,001	8,651
Midc Water Deposit	375,117	375,117
Monarch Catalysit Deposit	100,000	100,000
Mpcb Bank Guarantee Deposit	192,796	192,796
New Mumbai Office Rental Deposit	50,000	50,000
Salextax Deposit	15,000	15,000
Security Deposit	17,650	17,650
Telephones Deposit	67,105	67,105
	61,726,513	2,118,144
<u>Advance Income Tax</u>		
Advance Tax Paid (FY 2016-17)	-	2,300,000
Tds Receivable (FY 2016-17)	-	62,601
TCS Receivable (FY 2016-17)	-	2,447
Advance Tax Paid (FY 2017-18)	24,000,000	-
Tds Receivable (FY 2017-18)	305,605	-
	24,305,605	2,365,048
<u>SUNDRY DEBTORS FOR EXPORT</u>		
	31.03.2018	31.03.2017
	Amount(‘)	Amount(‘)
Amoil Middle East Fze,Dubai	-	1,205,584.00
Hassan Pharmaceuticals,Pakistan	-	691,268.00
Hellmuth Carroux Gmbh & Co.Kg,Germany	-	318,087.00
Leon Pharmaceuticals Ltd,Bangladesh	-	432,150.00
Pt Basf Indonesia, Indonesia	3,167,155.00	2,134,400.00
An Thien Pharmaceutical Corporation,Vietnam	1,385,640.00	-
Axis Pharmaceuticals, Pakistan	94,275.00	-
Interlude Company Services S.A,British V.Islands	198,765.00	-
Laboratories Cofar Sa(A/C Hellmuth Carrous)	1,080,473.00	-
Laboratories Excelentia S.A,Argentiana	88,410.00	-

VASUNDHARA RASAYANS LIMITED

Medicon Pharma.Inds.Pvt.Ltd,Pakistan	219,975.00	-
Normet Asia Pacific Pty.Ltd	3,940,485.00	-
Tigaka Distrindo Perkasa Pt,Jakarta	568,350.00	-
Werrick Pharmaceuticals,Pakistan	455,465.00	-
Willson'S Pharmaceuticals,Pakistan	763,385.00	-
	11,962,378	4,781,489
<u>SUNDRY DEBTORS- MAHAD</u>		
Abbott India Limited,Goa	5,960,386	922,590
Addapt Life Care,Roorkee	-	89,505
Alembic Pharmaceuticals Ltd,Sikkim	-	2,624,908
Anzen Exports (Debtors)	-	56,800
Bhartia Petro,Chandrapur	-	6,260
Creative Healthcare Pvt.Ltd,Uttarakhand	-	282,285
Elite Chemicals,Bhavnagar	-	1,129,140
Eskag Pharma Pvt.Ltd,Uttarakhand	-	144,585
Gemini Exports,Mumbai	111,805	525,000
G.G.Organics Pvt.Ltd, Pondicherry	392,350	109,013
Harish Enterprises,Mumbai	319,544	203,124
Indoco Remedies Ltd,Aurangabad	444,360	578,576
Indoco Remedies Pvt.Ltd, Baddi	-	41,044
K.Kumar & Co,Kolkata	-	127,000
Koel Colours Pvt.Ltd,Vapi	1,019,520	495,720
Moradiya Chemicals,Mumbai	-	190,800
Neelikon Food Dyes & Chemicals Ltd,Roha,Raigad Dist	6,077,976	13,120,869
P&J Cretechem Pvt.Ltd (Debtor),Hyderabad	-	5,062,583
Sanpras Healthcare Pvt.Ltd,Nashik	514,480	769,759
Sun Food Tech,Bhiwadi	519,200	908,820
Vidhi Dyesstuff Mfg.Ltd,Roha	1,494,801	2,945,316
Aarna Life Science,Roorkee	288,510	-
Alembic Pharmaceuticals Ltd,Siliguri	12,945,780	-
Ankur Drugs & Pharma Ltd A/C.Abbott,Solan	1,115,100	-
Ashish Pharmachem,Mumbai	93,574	-
Attar Global,Mumbai	885,885	-
Baseman Health Care Inc,Madurai	242,490	-
Cipla Limited,Dehradoon	115,003	-
Global Pharma,Bhiwandi	33,276	-
Kanchan Drugs & Pharmaceuticals,Mumbai	61,360	-
K.Kumar & Co.,Bhiwandi	117,292	-
Mapei Construction Products India Pvt.Ltd	249,476	-
Medopharm	732,780	-
Pegasus Farmaco Ltd(A/C Cipla Ltd),Roorkee	72,157	-
Pfizer Limited	1,071,440	-
R.K.Enterprise	61,094	-
Roha Dyechem Pvt.Ltd,Raigad	6,613,127	-
Saikripa Pharma	34,810	-
Southern Petro Chem	2,141	-
Sulux Phosphates Ltd	69,384	-
Ureca Industries, Vapi	6,130	-
V N Creative Chemicals Pvt.Ltd	5,000,000	-
	46,665,231	30,333,697
<u>SUNDRY DEBTORS- UNIT II</u>		
Strides Shasun Limited	1,140,604	2,644,004
	59,768,213	37,759,190

==== VASUNDHARA RASAYANS LIMITED ====

VASUNDHARA RASAYANS LIMITED

ASSESSMENT YEAR 2018-2019

ACCOUNTING YEAR 2017-2018

CALCULATION OF RATIOS

SL.NO.	PARTICULARS	2017-18	Ratio	2016-17	Ratio
1]	GROSS PROFIT RATIO :- TURNOVER				
	SALES & JOB WORK SERVICES	165,968,703		154,447,620	
	OTHER INCOME	3,698,453		4,420,303	
	INCREASE\ (DECREASE) IN STOCK	2,235,290		(1,593,865)	
	[A]	167,431,866		160,461,788	
	EXPENDITURE				
	MATERIAL CONSUMED	75,189,010		69,239,296	
	MANUFACTURING EXPENSES	20,422,021		19,093,348	
	EMPLOYEE COST	27,276,816		30,695,727	
	DEPRECIATION	3,160,414		5,581,656	
	[B]	126,048,261		124,610,027	
	GROSS PROFIT [A-B]	41,383,605		35,851,761	
	GROSS PROFIT	41,383,605		35,851,761	
	———— *100	————	0.24	————	0.23
	TOAL TURNOVER	169,667,156		158,867,923	
2]	NET PROFIT TURNOVER :-				
	NET PROFIT	16,891,785		11,440,837	
	———— *100	————	0.10	————	0.07
	TOAL TURNOVER	169,667,156		158,867,923	
3]	STOCK-INTRADE/TURNOVER				
	STOCK IN TRADE	4,477,500		7,187,500	
	———— *100	————	0.03	————	0.05
	TOAL TURNOVER	169,667,156		158,867,923	
4]	MATERIAL CONSUMED/ FINISHED GOODS PRODUCED				
	MATERIAL CONSUMED	75,189,010		69,239,296	
	———— *100	————	0.61	————	0.58
	FINISHED GOODS PRODUCED	122,349,808		120,189,724	
	<u>Finished Goods Produced</u>				
	Sales During the Year	165,968,703		154,447,620	
	Less: Gross Profit	41,383,605		35,851,761	
	Cost of Goods Sold	124,585,098		118,595,859	
	Add: Chages in Inventory of FG	(2,235,290)		1,593,865	
	FG produced	122,349,808		120,189,724	

===== 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 31st Annual General Meeting of the Company, to be held on Saturday 25th Day of August, 2018 at 11.00 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:

VASUNDHARA RASAYANS LIMITED

1. Adoption of the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended 31st March, 2018 along with the Auditor's Report & Director's Report.
2. Re-Appointment of Shri. Pravinchandra Majmundar Popatlal, Director retiring by rotation.
3. Appointment of Statutory Auditors to be held for the financial year ended 2017-2018, and further for a Period of 5 years from 2018-2019 to 2022-2023.
4. To decide and declare dividend for the financial year 2017-18.
5. Revision in the remuneration of Shri. Rajesh Pokerna (DIN: 00117365), Managing Director of the Company.
6. Appointment of Shri. Pravinchandra Majumdar Popatlal as Non-Executive Independent Director of the Company.
7. Appointment of Shri. Parag Ashok Sharma, as Non-Executive Independent Director of the Company.
8. Appointment of Shri. Rajiv Pritidas Kakodkar, as Non-Executive Independent Director of the Company.
9. Appointment of Shri. Rajesh Kumar Jain, as Non-Executive Independent Director of the Company.
10. To approve the overall limits u/s 186 for Loans/ Guarantees/ Securities/ Investment by the Company.

Signed this day of 2018

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 31st Annual General Meeting of the Company being held on Saturday, 25th Day of August, 2018 at SHED NO,42, PHASE-II IDA, MALLAPUR, HYDERABAD-500 076

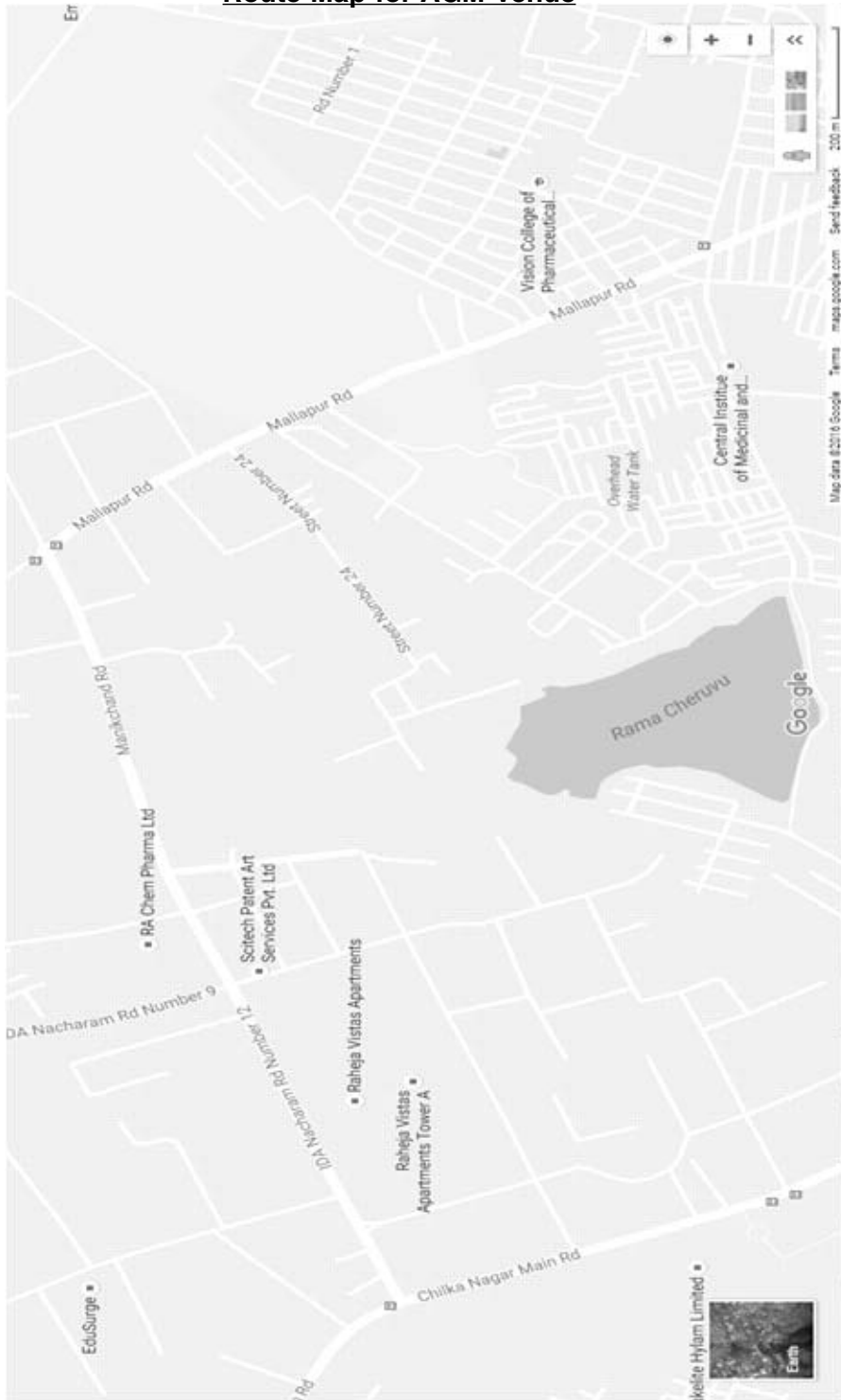
Name of Proxy (in BLOCK LETTERS):

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





Catalysing better tomorrows.....

VASUNDHARA RASAYANS LIMITED

Annual Report 2017-18

Printed Matter

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

To

If undelivered please return to :

Registered Office

VASUNDHARA RASAYANS LIMITED

Shed No. 42,

Phase II, IDA

Mallapur, Hyderabad-500 076