

BOOK-POST



Vamshi House, Plot No. 41, Jayabheri Enclave,
Gachibowli, Hyderabad - 500 032. Telangana
E-mail : info@vamshirubber.org Website : www.vamshirubber.org

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23rd ANNUAL REPORT

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Board of Directors

Mr. Mereddy Ramesh Reddy	Executive Chairman & CFO
Mr. Surendra Reddy Rachervu	Managing Director & CEO
Mr. Varun Kumar Pasham	Whole-Time Director
Mr. Venkateswara Sarma Kuchibhotla	Whole-Time Director
Mr. Arolla Venkat Reddy	Independent, Non-Executive Director
Mr. Neerudu Sandeep Kumar Reddy	Independent, Non-Executive Director
Mr. Vamsheedhar Reddy Arrabothu	Independent, Non-Executive Director
Mrs. Akhila Pushpa Sundari	Independent, Non-Executive Director
Ms. Titiksha Jain	Company Secretary & Compliance Officer

Corporate Identification Number: L25100TG1993PLC016634

Registered Office

'VAMSHI HOUSE', Plot No. 41,
Jayabheri Enclave, Gachibowli,
Hyderabad-500032, Telangana
Phone No.: +91-40-29802533/34
Fax No.: +91-40-29802535
E-mail Id: info@vamshirubber.org
Website: vamshirubber.org

Factory

Survey No. 312/E, Lingojigudem Village,
Choutuppal Mandal,
Nalgonda District - 508252,
Telangana

Statutory Auditors

M/s Ramana Reddy & Associates
Chartered Accountants
Unit No. 406, 4th Floor,
Ashoka Capitol, Opp. KBR Park,
Road No. 2, Banjara Hills,
Hyderabad – 500 034, Telangana
Phone No.: 040-23316426/23316912

Internal Auditors

M/s CSV Associates
Flat No.F-2, Trendset Ville,
Road No. 3, Banjara Hills,
Hyderabad – 500 034, Telangana
Phone No.: 97048 58388

Secretarial Auditors

Manoj Kumar Koyalkar
#202, Pavani Annexe,
Banjara Hills, Hyd-500 034

Bankers

State Bank of India
SME Branch, Saifabad,
Hyderabad-500 004, Telangana

Registrars and Share Transfer Agents

M/s CIL Securities Limited
214, Raghava Ratna Towers,
Chirag Ali Lane,
Hyderabad – 500 001, Telangana
Phone No.: 040-23203155/23202465
Fax No.: 040-23203028/66661267
e-mail id: rta@cilsecurities.com

STATUTORY COMMITTEES

Audit Committee

Mr. A. Venkat Reddy	
Chairman	
Mr. Vamsheedhar Reddy Arrabothu	Member
Mr. Neerudu Sandeep Reddy	Member

Nomination and Remuneration Committee

Mr. Neerudu Sandeep Reddy	Chairman
Mr. A. Venkat Reddy	Member
Mr. Vamsheedhar Reddy Arrabothu	Member

Stakeholders Relationship Committee

Mr. A. Venkat Reddy	Chairman
Mr. Vamsheedhar Reddy Arrabothu	Member
Mr. P Varun Kumar	Member

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 23rd Annual General Meeting of the Company ("Vamshi Rubber Limited") will be held on **Saturday**, the **23rd** day of **September, 2017** at **10.30 A.M.** at J.S. Krishna Murthy Auditorium, FTAPCCI, Red Hills, Hyderabad, Telangana to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2017 along with Notes, the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Mr. Varun Kumar Pasham (holding DIN 00293972), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3 – Appointment of Statutory Auditors of the Company and fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. CSVAR Associates, Chartered Accountants (Firm Registration No.012121S), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Ramana Reddy & Associates, Chartered Accountants (Firm Registration No. 003246S), to hold office from the conclusion of this 23rd AGM until the conclusion of the 28th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

Item No. 4 – Re-appointment of Mr. R. Surendra Reddy (holding DIN: 00294240) as Managing Director of the Company

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 sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration Committee and Audit Committee, consent of members be and is hereby accorded for re-appointment of Mr. R. Surendra Reddy (holding DIN: 00294240) as Managing Director of the Company for a period of five years w.e.f. 01.07.2017 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee."

“RESOLVED FURTHER THAT Mr. R. Surendra Reddy, Managing Director, will also be entitled for the 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 any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to file required forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions.”

Item No. 5 – Re-appointment of Mr. Varun Kumar Pasham (holding DIN: 00293972) as Whole-Time Director of the Company

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 sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration Committee and Audit Committee, consent of members be and is hereby accorded for re-appointment of Mr. Varun Kumar Pasham (holding DIN: 00293972) as Whole-Time Director of the Company for a period of five years w.e.f. 01.07.2017 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee.”

“RESOLVED FURTHER THAT Mr. Varun Kumar Pasham, Whole-Time Director, will also be entitled for the 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 any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to file required forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions.”

Item No. 6 – Re-appointment of Mr. Venkateswara Sarma Kuchibhotla (holding DIN: 00293746) as Whole-Time Director of the Company

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 sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration Committee and Audit Committee, consent of members be and is hereby accorded for re-appointment of Mr. Venkateswara Sarma Kuchibhotla (holding DIN:

00293746) as Whole-Time Director of the Company for a period of five years w.e.f. 01.07.2017 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee.”

“RESOLVED FURTHER THAT Mr. Venkateswara Sarma Kuchibhotla, Whole-Time Director, will also be entitled for the 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 any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to file required forms with the office of the Registrar of Companies and to make necessary entries in the Register of Directors maintained by the Company and to take all other necessary steps as may be required under the Companies Act, 2013 for giving effect to these resolutions.”

By order of the Board
for **VAMSHI RUBBER LIMITED**

Date: 28th August, 2017

Place: Hyderabad

Registered Office:

‘VAMSHI HOUSE’, Plot No. 41,
Jayabheri Enclave, Gachibowli,
Hyderabad - 500 032, Telangana

Sd/-
R. SURENDRA REDDY
Managing Director & CEO
DIN: 00294240

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of the items of Special Business as set out above is annexed hereto.
2. **A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited at the Registered Office of the Company at 'VAMSHI HOUSE', Plot No. 41, Jayabheri Enclave, Gachibowli, Hyderabad-500032, Telangana not less than 48 hours before the commencement of the meeting.**
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Members intending to seek clarification at the Annual General Meeting concerning the accounts and any aspect of operations of the company are requested to send their questions in writing to the Company so as to reach the company at least 7 (seven) days in advance before the date of the Annual General Meeting, specifying the points.
8. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 2010 and thereafter, which remains unclaimed for a period of 7 years from the date of transfer of the same to the unclaimed dividend account as referred to in Section 124(5) of the Act, will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2010 or subsequent financial years are requested to make their claim to the Company. It may also be noted that once the unclaimed dividend is transferred to IEP Fund as above, no claim shall lie in respect thereof.

Information in respect of such unclaimed dividend when due for transfer to the IEP Fund is given below:

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming Unpaid Dividend
31/03/2010	29/09/2010	02/11/2017
31/03/2011	29/09/2011	02/11/2018
31/03/2012	29/09/2012	02/11/2019
31/03/2013	27/09/2013	31/10/2020
31/03/2014	27/09/2014	31/10/2021
31/03/2015	30/09/2015	30/10/2022
31/03/2016	29/09/2016	29/10/2023

9. Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, M/s. CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001, Telangana.
 - (a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
 - (b) Changes, if any, in their address at an early date.
 - (c) Application for consolidation of folios, if shareholdings are under multiple folios.
 - (d) Despatch of share certificates for consolidation.
 - (e) Request for nomination forms for making nominations as per the provisions of the Companies Act.
10. Members are requested to quote ledger folio numbers in all their correspondences.
11. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. CIL Securities.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/ RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. **Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.**
15. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less 14 (fourteen) days before the meeting along with deposit of such amount as mentioned in the companies act 2013

16. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

rta@cilsecurities.com

The Annual Report for the year ending 31st March, 2017 and Notice of the AGM inter alia indicating the manner and process of remote e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

17. Members may also note that the Notice of the 23rd AGM and the Annual Report for the financial year ending on 31st March, 2017 will also be available on the Company’s website www.vamshirubber.org for download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Hyderabad for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s email id: info@vamshirubber.org.
18. Members are requested to note that the Company’s Equity Shares are compulsorily traded in demat form for the investors, effective from 26th March 2001. Members are requested to open Depository Account in their names with a Depository participant to dematerialize their holdings. This would be necessary for facilitating the transfers of Company’s Equity shares in all Stock Exchanges connected to the Depository System.
19. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
20. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (remote e-voting) to all its members. The company has engaged the services of Central Depository Services Limited (CDSL) to provide remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this remote e-voting facility is optional. This facility will be available at the link www.evotingindia.com during the following voting period:
- | | |
|---------------------------------|--|
| Commencement of remote e-voting | : From 09.00 A.M on 20.09.2017 |
| End of remote e-voting | : Up to 05.00 P.M on 22.09.2017 |
- Remote e-voting shall not be allowed beyond 05.00 P.M on **22.09.2017**. During the Remote e-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for remote e-voting is 16.09.2017.

- (b) The company has engaged the services of CDSL as the Authorized Agency to provide remote e-voting facilities.
- (c) The company has appointed Mr. Manoj Kumar Koyalkar, Practicing Company Secretaries (CP 10004), as 'scrutinizer' for conducting and scrutinizing the remote e-voting process in a fair and transparent manner.
- (d) The login ID and password for remote e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting by e-mail.
- (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during Remote e-voting period. The procedure for casting votes online is as follows:

- (i) The shareholders should log on to the remote e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 (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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 as mentioned in instruction (iv).

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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach 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 remote 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Vamshi Rubber Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.