

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 21st Annual General Meeting of the Company (“**Vamshi Rubber Limited**”) will be held on **Wednesday**, the **30th** day of **September, 2015** at **11.30 A.M.** at J.S. Krishna Murthy Hall, 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 2015 along with Notes, the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a dividend on the equity shares for the financial year ended 31st March 2015

Item No. 3 – Appointment of Director

To appoint a Director in place of Mr. Venkateswara Sarma Kuchibhotla (holding DIN 00293746), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 4 – Ratifying the appointment of Statutory Auditors 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 Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, the Company hereby ratifies the appointment of M/s. Ramana Reddy & Associates, Chartered Accountants (Firm Registration No. 003246S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS

Item No. 5 - Appointment of Mrs. Akhila Pushpa Sundari (holding DIN: 07194694) as 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 Mrs. Akhila Pushpa Sundari (holding DIN 07194694), who was appointed as an Additional Director of the Company with effect from 31st March, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from Mrs. Akhila Pushpa Sundari herself proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.”

Item No. 6 - Appointment of Mrs. Akhila Pushpa Sundari (holding DIN: 07194694) as Independent 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Akhila Pushpa Sundari (holding DIN 07194694), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30.09.2015, not liable to retire by rotation.”

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

Date: 10th August, 2015
Place: Hyderabad

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

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

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. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive)** for the purpose of payment of dividend for the financial year ended 31st March, 2015 and the Annual General Meeting (AGM).
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting will be paid on or before 14th October, 2015 to those members whose names appear:
 - i. As members on the Register of Members of the Company as on 30th September, 2015 after giving effect to all valid share transfers in physical form which would be received by the Company up to the closing hours of business on 23rd September, 2015.
 - ii. As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 23rd September, 2015.
9. 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.
10. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March, 2008 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, 2008 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
31/03/2008	23/09/2008	25/10/2015
31/03/2009	29/09/2009	02/11/2016
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

11. 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.
12. Members are requested to quote ledger folio numbers in all their correspondences.
13. 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.
14. 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 Ltd.
15. 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.
16. **Details under Clause 49 of the Listing Agreement with the Stock Exchange 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.**

17. 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 Rs.1,00,000 (Rupees One Lakh).
18. 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, 2015 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.

19. Members may also note that the Notice of the 21st AGM and the Annual Report for 2015 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.
20. 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.
21. 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.
22. (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 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 **27/09/2015**
End of remote e-voting : Up to 05.00 P.M on **29/09/2015**
E-voting shall not be allowed beyond 05.00 P.M on **29/09/2015**. 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 23/09/2015

- (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, AGR Reddy & Co., Practicing Company Secretary (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 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
 - 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.
- (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.⁴
 - (i) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 as mentioned in instruction (iv). ● Your sequence number printed on bottom side of the address sticker

- (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 e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (10.00 AM to 5.00 PM on all working days (except Saturdays) up to and including the date of the Annual General Meeting of the Company.

25. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
26. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
27. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website and communicated to BSE Limited where the shares of the Company are listed for placing the same on their website.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice dated 10/08/2015:

ITEM NO. 5

Ms. Akhila Pushpa Sundari, was appointed as an Additional Director of the Company with effect from March 31, 2015 by the Board of Directors under Section 161, 149 (1) of the Act and Article 99 of the Articles of Association of the Company.

In terms of Section 161(1) of the Act, Mrs. Akhila Sundari Pushpa holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received by Mrs. Akhila Pushpa Sundari signifying her intention to propose herself as candidate for Director.

The Directors are of the view that the appointment of Mrs. Akhila Pushpa Sundari, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members as recommended by the Board for their approval.

Except Mrs. Akhila Sundari Pushpa, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Board recommends the resolution at set out in Item No. 5 for approval of the members as Ordinary resolution.

ITEM NO. 6

Mrs. Akhila Pushpa Sundari is the existing Non-Executive Director of the Company who is eligible to be appointed as Director of the Company. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the independent director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company.

Mrs. Akhila Pushpa Sundari, being eligible and offering herself for appointment as Independent Director, is proposed to be appointed as Independent Directors for five (5) consecutive years commencing from 30.09.2015.

Except Mrs. Akhila Sundari Pushpa, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your Board recommends the resolution at set out in Item No. 6 for approval of the members as Ordinary resolution.

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

Date: 10th August, 2015

Place: Hyderabad

Registered Office:

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

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

**Details of Directors seeking appointment / re-appointment in the 21st Annual General Meeting
(Pursuant of Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Venkateswara Sarma Kuchibhotla	Mrs. Akhila Sundari Pushpa
Director Identification Number (DIN)	00293746	07194694
Date of Birth	01/03/1961	18/11/1976
Nationality	Indian	Indian
Date of Appointment on Board	01 st April, 1998	31 st March, 2015
Relationship with other Directors	Nil	Nil
Qualification	B.Tech	B.Com
Shareholding in Vamshi Rubber Limited (as on 31 st March, 2015)	4,34,043 shares (10.32%)	Nil
Expertise in specific functional areas	Production	Accounts
List of Directorships held in other Companies (as on 31 st March, 2015)	M/s. Fortune Tire Tech Limited	Nil
Memberships / Chairmanship of the Committees of Directors of other Companies (as on 31 st March, 2015)	Nil	Nil