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## **NOTICE TO THE SHAREHOLDERS**

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Company (“**Vamshi Rubber Limited**”) will be held on **Saturday, 28<sup>th</sup> day of September, 2019 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 31<sup>st</sup> March 2019 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. Ramesh Reddy Mereddy (holding DIN 00025101), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **Item No. 3 – Re-appointment of Mr. Vamsheedhar Reddy Arrabothu as independent director of the Company**

To consider and if thought fit to pass the following resolution a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (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 SEBI (LODR) Regulations, 2015 as recommended by Nomination Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded to re-appoint Mr. Vamsheedhar Reddy Arrabothu (holding DIN 01401508), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 28.09.2019, whose office shall not be liable to retire by rotation.”

#### **Item No. 4 – Re-appointment of Mr. Venkat Reddy Arolla as independent director of the Company**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (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 SEBI (LODR) Regulations, 2015 as recommended by Nomination Remuneration Committee and Board

of Directors, consent of the members be and is hereby accorded to re-appoint Mr. Venkat Reddy Arolla (holding DIN 02505431), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 28.09.2019, whose office shall not be liable to retire by rotation.”

**Item No. 5 – Re-appointment of Mr. Neerudu Sundeep Kumar Reddy as independent director of the Company**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (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 SEBI (LODR) Regulations, 2015 as recommended by Nomination Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded to re-appoint Mr. Neerudu Sundeep Kumar Reddy (holding DIN 03610535), as a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 28.09.2019, whose office shall not be liable to retire by rotation.”

**Item No 6 – To Increase the Borrowing powers of the company under Section 180(1) (c) of the Companies Act, 2013 to the extent of Rs. 75 Crores**

To consider and if thought fit to pass the following resolution a **Special Resolution**:

“**RESOLVED THAT** in supersession of all the earlier resolution passed and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Articles of Association of the Company and such other approval(s), permission(s) and sanction(s) as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof), to borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body corporate, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured for the purpose of the Company’s business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed, at

any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 75 Crores (Rupees Seventy Five Crores Only).”

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

**Item No 7 – To authorize the board of directors to Create Charge on whole or part of the undertaking of the Company under Section 180 (1) (a) of the Companies Act, 2013 to the extent of Rs. 75 Crores**

To consider and if thought fit to pass the following resolution a **Special Resolution**:

“**RESOLVED THAT** consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 75 Crores (Rupees Seventy Five Crores Only).

“**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

Date: 14/08/2019  
Place: Hyderabad

Sd/-  
**R. SURENDRA REDDY**  
Managing Director & CEO  
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. 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 31<sup>st</sup> March, 2012 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 31<sup>st</sup> March, 2012 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
31/03/2012	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	30/10/2023

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](mailto:rta@cilsecurities.com)  
  
The Annual Report for the year ending 31<sup>st</sup> March, 2019 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 25<sup>th</sup> AGM and the Annual Report for the financial year ending on 31<sup>st</sup> March, 2019 will also be available on the Company’s website [www.vamshirubber.org](http://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](mailto: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. **SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN and Bank Account along with a copy of the PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder to M/s CIL Securities Limited.**
21. **SEBI made it mandatory for all the shareholders to hold the shares in Dematerialization form. Hence, all the shareholders holding shares in physical form are requested to convert their Physical shares in Demat form, so the liquidity of shares is not affected.**

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 remote e-voting facility is optional. This facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

Commencement of remote e-voting : From 09.00 A.M on **25.09.2019**

End of remote e-voting : Up to 05.00 P.M on **27.09.2019**

Remote e-voting shall not be allowed beyond 05.00 P.M on **27.09.2019**. 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 **20.09.2019**

- (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. N.V.S.S. Suryanarayana, Practicing Company Secretary (M. No: 5868), 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](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary IDr
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<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"> <li>• 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.</li> <li>• 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.</li> </ul>
<b>DOB</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>Dividend Bank Details</b>	<ul style="list-style-type: none"> <li>• If both 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).</li> </ul>

- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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](http://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](mailto: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](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
23. 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.
24. 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.
25. 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).
- 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.

Date: 14/08/2019  
Place: Hyderabad

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

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

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

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**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 14/08/2019:

**ITEM NO. 3**

Mr. Vamsheedhar Reddy Arrabothu, who was appointed as Non-Executive Independent Director of the Company for a period of five years by the members in the 20<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014 and whose term of office is expiring on 26<sup>th</sup> September, 2019. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the Board of Directors of the Company has proposed for re-appointing Mr. Vamsheedhar Reddy Arrabothu, as Non-Executive Independent Director of the Company for a further period of five year who shall not be liable to retire by rotation at every AGM.

Mr. Vamsheedhar Reddy Arrabothu, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Vamsheedhar Reddy Arrabothu fulfills the conditions as specified in the Act and the Rules framed thereunder for re-appointing as Independent Director in the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Vamsheedhar Reddy Arrabothu, as Independent Director is being placed before the Members for their approval.

Mr. Vamsheedhar Reddy Arrabothu, being eligible and offering himself for re-appointment as Independent Director and is proposed to be re-appointed as Independent Directors for five (5) consecutive years commencing from 28<sup>th</sup> September, 2019.

A brief profile of the Independent Directors to be appointed is given below.

Your Board recommends the resolution at set out in Item No. 3 for approval of the members as Special resolution. Except Mr. Vamsheedhar Reddy Arrabothu, 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. 3 of the Notice.

**ITEM NO. 4**

Mr. Venkat Reddy Arolla, who was appointed as Non-Executive Independent Director of the Company for a period of five years by the members in the 20<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014 and whose term of office is expiring on 26<sup>th</sup> September, 2019. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the Board of Directors of the Company has proposed for re-appointing Mr. Venkat Reddy Arolla, as Non-Executive Independent Director of the Company for a further period of five year who shall not be liable to retire by rotation at every AGM.

Mr. Venkat Reddy Arolla has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Venkat Reddy Arolla fulfills the conditions as specified in the Act and the Rules framed thereunder for re-appointing as Independent Director in the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Venkat Reddy Arolla, as Independent Director is being placed before the Members for their approval.

Mr. Venkat Reddy Arolla, being eligible and offering himself for re-appointment as Independent Director and is proposed to be re-appointed as Independent Directors for five (5) consecutive years commencing from 28<sup>th</sup> September, 2019.

A brief profile of the Independent Directors to be appointed is given below.

Your Board recommends the resolution at set out in Item No. 4 for approval of the members as Special resolution. Except Mr. Venkat Reddy Arolla, 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. 4 of the Notice.

**ITEM NO. 5**

Mr. Neerudu Sundeep Kumar Reddy, who was appointed as Non-Executive Independent Director of the Company for a period of five years by the members in the 20<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup>

September, 2014 and whose term of office is expiring on 26<sup>th</sup> September, 2019. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the Board of Directors of the Company has proposed for re-appointing Mr. Neerudu Sundeep Kumar Reddy, as Non-Executive Independent Director of the Company for a further period of five year who shall not be liable to retire by rotation at every AGM.

Mr. Neerudu Sundeep Kumar Reddy has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Neerudu Sundeep Kumar Reddy fulfills the conditions as specified in the Act and the Rules framed thereunder for re-appointing as Independent Director in the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Neerudu Sundeep Kumar Reddy, as Independent Director is being placed before the Members for their approval.

Mr. Neerudu Sundeep Kumar Reddy, being eligible and offering himself for re-appointment as Independent Director and is proposed to be re-appointed as Independent Directors for five (5) consecutive years commencing from 28<sup>th</sup> September, 2019.

A brief profile of the Independent Directors to be appointed is given below.

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

Except Mr. Neerudu Sundeep Kumar Reddy, 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. 5 of the Notice.

#### **ITEM NO. 6 & 7**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may needs additional funds. For this purpose, the Company may in future will be desirous for raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence considering the future financial requirement, it is proposed to increase the maximum borrowing limits upto Rs. 75 Crores (Rupees Seventy Five Crores only). Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate and securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Hence said resolution no. 6 & 7 is being placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution

Date: 14/08/2019

Place: Hyderabad

#### **Registered Office:**

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

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

Sd/-

**R. SURENDRA REDDY**  
**Managing Director & CEO**  
**DIN: 00294240**