

Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 25th Annual General Meeting

[Pursuant to section 108 and 109 of Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules,2014]

To
The Chairman
VAMSHI RUBBER LIMITED
'VAMSHI HOUSE', Plot No. 41,
Jayabheri Enclave, Gachibowli,
Hyderabad 500032

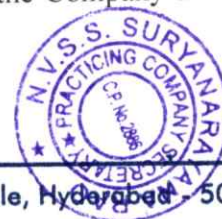
Sir,

Sub: Scrutinizer's Report on Remote e-voting Process & Vote by Poll conducted pursuant to the provisions of section 108 and 109 of Companies Act, 2013 ('the Act') read with Rule 20 and 21(2) of Companies (Management and Administration) Rules, 2014 for the 25th Annual General Meeting.

The Board of Directors of Vamshi Rubber Limited, ('the Company') at its meeting held on 14.08.2019, decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions as set out in the notice of 25th Annual General Meeting to be held on 28th September, 2019 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules').

I, N.V.S.S. Suryanarayana, Practicing Company Secretary bearing Membership Number: 5868 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 14th August, 2019 as required under section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the notice convening the 25th Annual General Meeting of the Company to be held on 28th September, 2019.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting by poll on the resolutions contained in the Notice and I shall make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the Remote e-voting system provided by Central Depository Service (India) Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company and based on the voting by Poll at the Annual General Meeting.



The members of the company holding shares as on the cut-off date i.e., 20th September, 2019 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.


In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Wednesday, 25th September, 2019 at 09:00 A.M. and ends on Friday, 27th September, 2019 at 05:00 P.M.
2. After the end of the Annual General Meeting, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the Remote e-voting website of Central Depository Service (India) Limited
4. Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the remote e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. My report includes the results of voting through the physical ballot forms in addition to votes casted through remote e-voting website of Central Depository Service (India) Limited by the eligible shareholders.
5. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in my custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.

Recommendation:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking You,


N.V.S.S. Suryanarayana
Company Secretary
Membership No: 5868
Certificate of Practice No: 2886

Place: Hyderabad
Date: 28.09.2019

Annexure of the Scrutinizer's Report

- (1) To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 along with Notes, the Reports of the Board of Directors and the Auditors thereon.

- (i) Valid Votes in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.50 |
| Votes by E-voting | 23 | 23,95,921 | 99.5 |
| Total | 59 | 24,07,745 | 100 |

- (ii) Valid Votes against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | 0 | 0 | 0 |
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

- (iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

- (2) Appointment of Director in place of Mr. Ramesh Reddy Mereddy (holding DIN 00025101), who retires by rotation and, being eligible, offered himself for re-appointment.

- (i) Valid Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.65 |
| Votes by E-voting | 22 | 17,96,071 | 99.35 |
| Total | 58 | 18,07,895 | 100 |

- (ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|---|------------------------------|---------------------------------------|
| Votes by Poll | 0 | 0 | 0 |



| | | | |
|-------------------|----------|----------|----------|
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes :

| | |
|--|------------------------------------|
| Total number of members (in person or by proxy or by E-voting) whose votes were declared invalid | Total number of votes cast by them |
| 1 | 5,99,850 |

(3) **Re-appointment of Mr. Vamsheedhar Reddy Arrabothu as Independent director of the Company**

(i) Valid Votes in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.50 |
| Votes by E-voting | 23 | 23,95,921 | 99.5 |
| Total | 59 | 24,07,745 | 100 |

(ii) Valid Votes against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|----------|------------------------------|---------------------------------------|
| Votes by Poll | 0 | 0 | 0 |
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes:

| | |
|---|------------------------------------|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
| 0 | 0 |

(4) **Re-appointment of Mr. Venkat Reddy Arolla as Independent director of the Company**

(i) Valid Votes in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.50 |
| Votes by E-voting | 23 | 23,95,921 | 99.5 |
| Total | 59 | 24,07,745 | 100 |

(ii) Valid Votes against the resolution:

| Number of members present and voting | | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------------------|--|------------------------------|---------------------------------------|
| | | | |



| (in person or by proxy) | | them | |
|-------------------------|----------|----------|----------|
| Votes by Poll | 0 | 0 | 0 |
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

(5) Re-appointment of Mr. Neerudu Sundeep Kumar Reddy as Independent director of the Company

(i) Valid Votes in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.50 |
| Votes by E-voting | 23 | 23,95,921 | 99.5 |
| Total | 59 | 24,07,745 | 100 |

(ii) Valid Votes against the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|----------|------------------------------|---------------------------------------|
| Votes by Poll | 0 | 0 | 0 |
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

(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

(i) Valid Votes in favour of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|--|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.50 |
| Votes by E-voting | 23 | 23,95,921 | 99.5 |
| Total | 59 | 24,07,745 | 100 |



(ii) Valid Votes **against** the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | 0 | 0 | 0 |
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

(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

(i) Valid Votes **in favour** of the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|-----------|------------------------------|---------------------------------------|
| Votes by Poll | 36 | 11,824 | 0.50 |
| Votes by E-voting | 23 | 23,95,921 | 99.5 |
| Total | 59 | 24,07,745 | 100 |

(ii) Valid Votes **against** the resolution:

| Number of members present and voting (in person or by proxy) | | Number of votes cast by them | % of total number of valid votes cast |
|---|----------|------------------------------|---------------------------------------|
| Votes by Poll | 0 | 0 | 0 |
| Votes by E-voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

