

**N.V.S.S.SURYANARAYANA RAO**  
B.Com, A.C.S.

Mobile : 7013153312

**COMPANY SECRETARY IN PRACTICE**

**Report of Scrutinizer on Remote e-Voting & Venue e-Voting Process at**  
**26<sup>th</sup> Annual General Meeting**  
**[Pursuant to section 108 of Companies Act, 2013 read with Rule 20 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 & Venue e-Voting facility provided to the shareholders at the 26<sup>th</sup> Annual General Meeting conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) pursuant to the provisions of section 108 of Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014.**

The Board of Directors of Vamshi Rubber Limited, ('the Company') at its meeting held on 05<sup>th</sup> September, 2020, 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 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2020 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') and in compliance with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by the Circular No. 20/2020 dated May 05, 2020.

I, NVSS Suryanarayana Rao, Practicing Company Secretary bearing Membership Number: 5868 and Certificate of Practice No. 2886 has been appointed as scrutinizer by the Board of Directors of the company at their meeting held on 05<sup>th</sup> September, 2020 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 requisite majority for passing of resolutions as contained in the notice convening the 26<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India and relevant circular





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issued by the Ministry of Corporate Affairs, relating to voting through electronic means 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 Services Limited (CDSL), the authorized agency to provide remote e-voting facilities to the shareholders present at the Annual General Meeting.

The members of the company holding shares as on the cut-off date i.e., 18<sup>th</sup> September, 2020 were entitled to vote on the resolutions proposed as set out in the notice of 26<sup>th</sup> Annual General Meeting.

In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Saturday, 26<sup>th</sup> September, 2020 at 09:00 A.M. and ended on Monday, 28<sup>th</sup> September, 2020 at 05:00 P.M.
2. There after the Company has also provided the Venue e-voting facility to the shareholders during the time of Annual General Meeting held through VC /OAVM.
3. 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.
4. The details containing list of shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the Remote e-voting website of Central Depository Services Limited (CDSL), ( <https://www.evotingindia.com>)
5. I have scrutinized the votes casted through electronic means for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through remote e-voting process 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.



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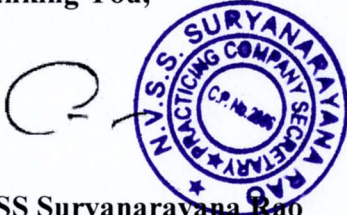
**COMPANY SECRETARY IN PRACTICE**

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**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,**



**NVSS Suryanarayana Rao**  
**Practicing Company Secretary**  
**(Scrutinizer)**

**Membership No: 5868**  
**Certificate of Practice No: 2886**  
**UDIN: A005868B000805942**

**Place: Hyderabad**  
**Date: 29.09.2020**



## Annexure of the Scrutinizer's Report

**1. Adoption of Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors ('the Board') and Auditors thereon.**

(i) Voted in favour of the resolution:

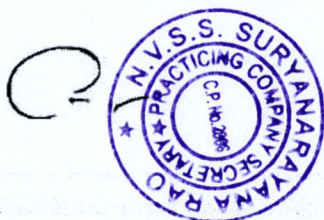
Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Venue E-Votes At VC /OAVM AGM	-	-	-
Votes by Remote E-voting	69	20,28,646	99.94
<b>Total</b>	<b>69</b>	<b>20,28,646</b>	<b>99.94</b>

(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
Venue E-Votes At VC /OAVM AGM	-	-	-
Votes by Remote E-voting	18	1198	0.06
<b>Total</b>	<b>18</b>	<b>1198</b>	<b>0.06</b>

(iii) Invalid votes:

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



2. Appointment of Director in place of Mr. Surendra Reddy Rachervu (holding DIN 00294240), who retires by rotation and, being eligible, offered himself for re-appointment.

(i) Voted in favour of the resolution:

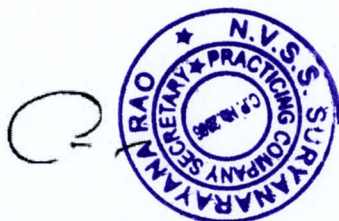
Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Venue E-Votes At VC /OAVM AGM	-	-	-
Votes by Remote E-voting	68	16,76,105	82.57
<b>Total</b>	<b>68</b>	<b>16,76,105</b>	<b>82.57</b>

(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
Venue E-Votes At VC /OAVM AGM	-	-	-
Votes by Remote E-voting	18	1198	0.06
<b>Total</b>	<b>18</b>	<b>1198</b>	<b>0.06</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	3,52,543



### 3. Re-appointment of Ms. Akhila Pushpa Sundari as Independent director of the Company

(i) 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
Venue E-Votes At VC /OAVM AGM	-	-	-
Votes by Remote E-voting	69	20,28,646	99.94
<b>Total</b>	<b>69</b>	<b>20,28,646</b>	<b>99.94</b>

(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
Venue E-Votes At VC /OAVM AGM	-	-	-
Votes by Remote E-voting	18	1198	0.06
<b>Total</b>	<b>18</b>	<b>1198</b>	<b>0.06</b>

(iii) Invalid votes:

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

