

4. Appointment of Company Secretary

The Board has appointed Ms. Titiksha Jain (having Membership Number: A39336) as Company Secretary of the Company under Section 203 of the Companies Act, 2013 w.e.f. 01/05/2015

5. Change in registered office of the Company

The Board decided to change its registered office from H.No. 5-2-894/1/A/1, Opp: Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad-500034 to its own premises at VAMSHI HOUSE, Plot No. 1, Jayabheri Enclave, Gachibowli, Hyderabad-500032, Telangana.

6. Appointment of Mr. M. Ramesh Reddy as CFO of the Company in place of Mr. P. Varun Kumar

The Board decided to appoint Mr. M. Ramesh Reddy as CFO of the Company under Section 203 of the Companies Act, 2013 w.e.f. 29/05/2015 in place of Mr. Pasham Varun Kumar who resigned from the post of CFO.

Kindly take the above information on records.

Thanking You,

for **VAMSHI RUBBER LIMITED**



MEREDDY REDDY RAMESH

Director

DIN: 00025101





VAMSHI RUBBER LIMITED

CIN: L25100TG1993PLC016634

ISO 9001:2008
COMPANY

'VAMSHI HOUSE' Plot No.41, Jayabheri Enclave, Gachibowli, Hyderabad – 500 032, Ph: +91-40-29802533/534

E-Mail : info@vamshirubber.org, Website : www.vamshirubber.org

AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	(Rs. in Lakhs)				
	Quarter Ended			Year Ended	
	31/03/2015 (Audited)	31/12/2014 (Un-Audited)	31/03/2014 (Un-Audited)	31/03/2014 (Audited)	31/03/2015 (Audited)
1 Income from operations					
(a) Net Sales / Income from operations (Net of excise duty)	1,433.70	1,548.63	1,912.02	7,531.73	6,683.41
Total Income from operations (net)	1,433.70	1,548.63	1,912.02	7,531.73	6,683.41
2 Expenses					
(a) Cost of materials consumed	948.65	1,057.15	1,224.96	5,198.82	4,469.06
(b) Purchases of stock-in-trade	1.13	3.79	0.50	7.46	9.08
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(120.06)	(40.64)	65.11	(106.32)	(147.15)
(d) Employee benefits expense	134.95	125.56	113.31	422.45	488.35
(e) Depreciation and amortisation expense	23.00	23.76	24.06	87.45	93.40
(f) Other Expenses	353.73	387.75	388.32	1,592.20	1,554.52
Total Expenses	1,341.40	1,557.37	1,816.25	7,202.06	6,467.27
3 Profit / (Loss) from operations before other income, finance costs and exceptional items	92.30	(8.74)	95.77	329.67	216.14
4 Other Income	35.69	0.28	6.72	6.34	37.56
5 Profit / (Loss) from ordinary activities before finance costs before exceptional items	127.99	(8.46)	102.50	336.00	253.70
6 Finance costs	37.19	39.69	32.79	114.56	143.70
7 Profit / (Loss) from ordinary activities after finance costs before exceptional items	90.80	(48.15)	69.71	221.44	110.00
8 Exceptional Items	-	-	-	(2.32)	-
9 Profit / (Loss) from ordinary activities before tax	90.80	(48.15)	69.71	223.76	110.00
10 Tax expense					
- Current Tax	26.53	(14.51)	19.91	72.85	34.34
- Deferred Tax	0.70	(0.23)	(8.31)	(10.42)	(21.54)
11 Net Profit / (Loss) from ordinary activities after tax	63.57	(33.42)	58.12	161.33	97.20
12 Extraordinary Items	-	-	-	0.35	-
13 Net Profit / (Loss) for the period	63.57	(33.42)	58.12	160.97	97.20
14 Paid up Equity Share Capital (Rs. 10/- each)	420.68	420.68	420.68	420.68	420.68
15 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	1,006.15	1,035.01	1,035.01	1,035.01	1,006.15
16 Earning Per Share (Face value of Rs.10/- each)					
(a) Basic (in Rs.)	1.51	(0.79)	1.38	3.83	2.31
(b) Diluted (in Rs.)	1.51	(0.79)	1.38	3.83	2.31
A PARTICULARS OF SHAREHOLDING					
1 Public shareholding					
- Number of Shares	1,809,375	1,809,375	1,814,375	1,814,375	1,809,375
- Percentage of shareholding	43.01	43.01	43.13	43.13	43.01
2 Promoters and Promoter Group Shareholding					
a) Pledged / Encumbered	-	-	-	-	-
- Number of Shares	-	-	-	-	-
- Percentage of share (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-
- Percentage of share (as a % of the total share capital of the Company)	-	-	-	-	-
b) Non-Encumbered	-	-	-	-	-
- Number of Shares	2,397,425	2,397,425	2,392,425	2,392,425	2,397,425
- Percentage of share (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
- Percentage of share (as a % of the total share capital of the Company)	56.99	56.99	56.87	56.87	56.99
Notes					
(1)	The above Audited Financial Results were Reviewed by the Audit Committee and Approved by the Board of Directors at their meeting held on 29th May, 2015.				
(2)	The Company primarily engaged in the business of manufacturing tyre retreading materials. Therefore there is no separate segment as defined by AS-17 issued by ICAI.				
(3)	Details of Number of Investor Complaints for the Quarter ended 31st March, 2015: Beginning-0, received-1, resolved-1, and lying unresolved-0.				
(4)	The Registered Office is changed from H.No.5-2-894/1A/1, Opp: Hotel Taj Krishna, Road No.1, Banjara Hills, Hyderabad - 500 034 to own premises at 'VAMSHI HOUSE' Plot No.1, Jayabheri Enclave, Gachibowli, Hyderabad - 500 32				

Place : Hyderabad
Date : 29/05/2015By order of the Board
for VAMSHI RUBBER LIMITED
(M.RAMESH REDDY)
Chairman

DIN : 00025101

STATEMENT OF ASSETS AND LIABILITIES			
S.No.	Particulars	As at 31 March 2015	As at 31 March 2014
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share capital	42,068,000	42,068,000
	(b) Reserves and surplus	100,614,982	103,500,868
	Subtotal - Shareholders' Funds	142,682,982	145,568,868
2	Non-Current Liabilities		
	(a) Long-term borrowings	65,553,346	39,439,678
	(b) Deferred tax liability (Net)	10,304,080	12,458,004
	(C) Other Long-term Provisions	7,095,312	5,861,478
	Subtotal - Non-Current Liabilities	82,952,738	57,759,160
3	Current Liabilities		
	(a) Short-term borrowings	102,989,967	112,252,681
	(b) Trade payables	32,396,185	35,788,902
	(C) Other short-term Provisions	32,173,427	28,297,104
	(d) Short-term provisions	5,597,313	5,402,126
	Subtotal - Current Liabilities	173,156,892	181,740,813
	TOTAL - EQUITY AND LIABILITIES	398,792,612	385,068,842
B	ASSETS		
1	Non-Current Assets		
	(a) Fixed assets		
	(i) Tangible assets	117,572,268.00	104,108,225.00
	(ii) Tangible assets - Capital Work in Progress	18,422,848.00	2,225,087.00
	(iii) Intangible assets	3,184,291.00	3,651,715.00
	(b) Other non-current assets	1,748,130.00	1,748,130.00
	© Non-current investments	16,000,000.00	16,000,000.00
	Subtotal - Non-Current Assets	156,927,537.00	127,733,157.00
2	Current Assets		
	(a) Inventories	121,096,751.00	112,677,100.00
	(b) Trade receivables	92,969,995.00	110,630,697.00
	© Cash and cash equivalents	6,143,785.00	14,759,696.00
	(d) Other current assets	21,654,545.00	19,268,192.00
	Subtotal - Current Assets	241,865,076.00	257,335,685.00
	TOTAL - ASSETS	398,792,612.00	385,068,842.00

For VAMSHI RUBBER LIMITED



M. Ramesh Reddy
M. RAMESH REDDY
CHAIRMAN

DIN: 00025101



**Auditors' Report on Quarterly Financial Results and Year to Date Financial Results of
M/s.Vamshi Rubber Limited Pursuant to the Clause 41 of the Listing Agreement**

To
The Board of Directors of
M/s.Vamshi Rubber Limited

We have audited the quarterly financial results of M/s.Vamshi Rubber Limited ('the Company') for the quarter ended 31st March 2015 and the year to date financial results for the period from 1st April, 2014 to 31st March 2015, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.



In our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year to date financial results:

- (i) are presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the quarter ended 31st March, 2015 as well as the year to date results for the period from 1st April, 2014 to 31st March, 2015.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

Place : Hyderabad
Date : 29.05.2015



for **RAMANA REDDY & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regn. No. 003246S

A. Rajasekh Reddy

(CA.RAJASEKHAR REDDY A.)
PARTNER
Membership No.227799

**CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION OF M/s. VAMSHI RUBBER
LIMITED**

I. PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

II. APPLICABILITY

This Code shall be applicable with effect from May 15, 2015.

III. CODE**1. Prompt Disclosure of Price Sensitive Information**

Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

For this purpose Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vii. Changes in Key Managerial Personnel;
- viii. Material events in accordance with the listing agreement; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance officer to be price sensitive from time to time



VAMSHI RUBBER LIMITED

CODE OF FAIR DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

2. Uniform and Universal dissemination of Unpublished Price Sensitive Information

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information.

However, if any information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

3. Procedures for responding to any Queries on news reports and/or requests for verification of market rumors by regulatory authorities

i. Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.

ii. The Compliance Officer(s) shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

4. Procedure for Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.

Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.

In order to avoid mis-quoting or mis-representing it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.

5. Need to Know

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

6. Monitoring and Co-ordinating dissemination of disclosures

The Compliance Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider trading) Regulations, 2015 and this code. He



shall also be responsible for overseeing, monitor & co-ordinating dissemination of disclosure of price sensitive information to Stock Exchange and Stakeholder.

DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

For **VALENT RUBBER LTD.**



Director