

Notice

32nd Annual General Meeting



Notice is hereby given that the Thirty Second (32nd) Annual General Meeting [AGM] of the members of Vama Industries Limited will be held on Monday, 25th day of September, 2017 at 10.00 A.M at Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, to transact the following items of business :

ORDINARY BUSINESS

Item 1: Adoption of Financial Statement

To receive, consider and adopt the audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon.

Item 2: Declaration of Dividend

To declare final dividend (Rs. 0.10 per share) on equity shares for the financial year ended March 31, 2017.

Item 3: Reappointment of Director

To appoint a Director in place of Sri V Rajam Raju (DIN:01314420) who retires by rotation and being eligible offers himself for reappointment.

Item 4: Appointment of Auditors

To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard, 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 139, 141 and 142 of the Companies Act, 2013, M/s. NSVR & Associates LLP Chartered Accountants, (Registration No. 008801S/S200060), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years, (in place of retiring Auditors G V & Co., Chartered Accountants) to hold the office as such from the conclusion of this 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of all out of pocket expenses incurred in connection therewith.”

SPECIAL BUSINESS:

Item 5: Increase in Borrowing Limits.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions / Rules, if any, contained under the Companies Act, 2013, consent 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 which the Board may constitute to exercise its powers including the powers conferred by this resolution) to borrow any sum or sums of money for the business of the Company, from time to time, in Indian or foreign currency or both, whether by way of cash credit, advance or deposit, loans or bills discounting or otherwise, by whatever name called, or by way of issue of debentures/bonds or any other securities from time to time from any bank/financial institution or any other institution, firm or body corporate or other person(s), in India or abroad, whether unsecured or secured by way of mortgage, charge, hypothecation or lien or pledge of the company’s assets and properties, whether movable, immovable, including intangibles or stock in trade (including stores, spare parts and components in stock or in transit) and all or any of the undertakings of the Company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of Company and its free reserves, that is to say reserves not set apart for any specific purpose but, so however that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.100 Crores (Rupees One Hundred Crores) only.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to execute such deeds, notes, deposit receipts and instruments or writings as may be required and to do all such acts, deeds, things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item 6: TO CREATE CHARGE/MORTGAGE ON THE ASSETS OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions / Rules, if any, contained under the Companies Act, 2013, consent 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 which the Board may constitute to exercise its powers including the powers conferred by this resolution) to mortgage and/ or charge all or any of the Company’s assets and properties whether movable or immovable including intangibles, stock in trade (including raw materials, stores, spare parts and components in stock or transit) and work in progress and all or any of the undertakings of the company by way of mortgage/charge for securing the repayment of any loan obtained or to be obtained from the banks or financial institutions or person or persons together with interest, costs, charges, expenses and any other money payable by the company for an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores) only.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to execute such deeds, notes, deposit receipts and instruments or writings as may be required and to do all such acts, deeds, things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By the Order of the Board
For Vama Industries Limited

Sd/-
M K Bhaskara Teja
Company Secretary
M. No. – A39542

19th August, 2017
Hyderabad

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. Member / Proxies / authorised representatives should bring the duly filled attendance slip to attend the meeting.
6. **The Register of Members and Share Transfer Books will remain closed from Wednesday,**

September 20, 2017 to Monday, September 25, 2017 (both days inclusive).

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours upto the date of the Annual General Meeting.
8. The dividend on Equity shares, if declared at the Meeting, will be dispatched / credited to those members whose names shall appear on the Company's Register of Members on Tuesday, September 19, 2017 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as beneficial owners as on that date.
9. Members, who hold shares in the dematerialized form and wish to change / rectify the account details, should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository Participants. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories.
10. Physical Shares – Payment of Dividend through NECS: Members holding shares in Physical form are advised to submit particulars of their Bank account viz. Name and Address of the Branch of the Bank, MICR code, type of account and account number to our Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, Hyderabad.
11. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form may submit their PAN to the Company / Big Share Services (P) Ltd.
13. Members who are holding Physical Shares in identical order of names in more than one folio are requested to send to the Company or to the Company's Share Transfer agent, the details of such folios together with the Share Certificates for consolidating their holding into single folio. The Share Certificates will be returned to the members after making requisite changes thereon.
14. Members who wish to claim Dividend, which has remained unclaimed are requested to either correspond with the Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (M/s. Bigshare Services Private Limited). Members are requested to note that dividends not encashed or not claimed within **Seven Years** from the date of transfer to the Company's Unpaid Dividend Account, will as per the Companies Act, 2013 shall be transferred to the Investor Education and Protection Fund (IEPF) of Government of India.
15. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all correspondence with the company.

Securities and Exchange Board of India [SEBI] vide circular ref No.MRD/Dop/CIR-05/2007 dated April 27, 2007 made PAN, the sole Identification Number for all participants transacting in the Securities Market, irrespective of the amount of transaction. In continuation to the aforesaid circular, it is hereby clarified that for Securities Market Transactions and off market/ private transactions involving transfer of shares of listed companies in Physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company/ RTA for registration of such Transfer of Shares.

16. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.
17. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.
18. **Remote E-Voting**

The items of business set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 19, 2017, i.e. the date prior to the commencement of Book Closure date, are entitled to vote on the resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at 9.00 A.M. on Friday, September 22, 2017 and will end at 5.00 P.M. on Sunday, September 24, 2017. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Vikas Sirohiya, Practicing Company Secretary (Membership No. 15116 and C.P No. 5246) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

PROCEDURE FOR REMOTE E-VOTING:

The remote e voting period begins on Friday, September 22, 2017(9.00 A.M.) and ends on Sunday, September 24, 2017(5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Depositories)

- (i) The shareholders should log on to the remote e-voting website
www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat/ Physical Form	
PAN	<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"> 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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 (iii).

- (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 **<Company Name>** 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 Corporate.
- 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.

B. In case of members receiving the physical copy of Notice of AGM (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from Sl. No. (i) to Sl.No.(xvii) to cast vote

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 3 days of conclusion of the Meeting a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided the facility of voting on a Ballot Form. They may send duly completed Ballot Form (enclosed with the Annual Report) to the Scrutinizer, Mr.Vikas Sirohiya, Practising Company Secretary (M. No. 15116), at the Registered Office of the Company so as to reach before the conclusion of the 32nd Annual General Meeting or can carry the same to the Annual General Meeting and deposit in the Ballot Box during the Meeting. The facility for voting, either through ballot or polling paper shall also be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

Members have the option to request for physical copy of Ballot Form by sending an e-mail to investorservices@vama.co.in by mentioning their Folio / DP ID and Client ID.

The results declared along with the Scrutinizer's Report will be posted on the Company's website and communicated to the Stock Exchange.

By Order of the Board
For VAMA Industries Limited

19th August, 2017
Hyderabad.

Sd/-
M K Bhaskara Teja
Company Secretary
M. No. : A39542



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item Nos. 5 & 6

Keeping in view the Company's existing and future financial requirements to support the growing business operations, the Company needs additional funds. For this purpose the Company may raise finance from banks/ financial institution(s) or any other institution(s), firms or body corporate or other person(s), in India or abroad from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.100 Crores. 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 except with the consent of the members of the Company in their General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to mortgage and/ or charge all or any of the Company's assets and properties whether movable or immovable including intangibles, stock in trade (including stores, spare parts and components in stock or transit) and all or any of the undertakings of the company by way of mortgage/charge for securing the repayment of any loan obtained or to be obtained from the banks or financial institutions or person or persons together with interest, costs, charges, expenses and any other money payable by the company. Pursuant to section 180(1)(a) of the Companies Act, 2013, the Board of Directors, in order to exercise the said power, need to be authorized by the members of the Company in their General Meeting.

In view of the aforesaid, the Board recommends the resolutions at item Nos.5 & 6 for your consideration.

Majority of the Directors on the Board of the Company and their relatives are shareholders in the Company. The Key Managerial personnels are also shareholders in the Company. However, none of the Directors or the Key Managerial personnel of the Company including their relatives is in any way concerned or interested in this resolutions.

By the Order of the Board
For Vama Industries Limited

19th August, 2017
Hyderabad

Sd/-
M K Bhaskara Teja
Company Secretary
M. No. : A39542

Information in respect of Director seeking appointment/ re-appointment as required under SEBI (LODR) Regulations, 2015.

Name of the director	V Rajam Raju
Date of Appointment	01.08.2015
Date of Birth	10.05.1967
Expertise in Specific Functional areas	Rich experience in the field of operations, promotions of various IT & related products and client relationship.
Educational Qualification	M.E., (Mechanical) specialization in production Engineering
Directorships in other Companies	Vama Infrastructure and Equipment Private Limited
Membership / Chairmanships of committees of Board (other than Vama)	Nil
Shareholding in the Company as on 31.03.2017	58,02,500 Equity shares of Rs. 2/- each
Relationship between Directors inter se	Brother of V.A. Rama Raju (CMD)