

Notice

33rd Annual General Meeting



Notice is hereby given that the Thirty Third (33rd) Annual General Meeting [AGM] of the members of Vama Industries Limited will be held on Wednesday, 26th day of September, 2018 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:

- a. the audited Financial Statement of the Company for the Financial Year 2017-18 together with the Report of the Board of Directors and Auditors thereon; and
- b. the audited Consolidated Financial Statement of the Company for the Financial Year 2017-18 together with the Report of the Auditors thereon.

Item 2: Declaration of Dividend.

To declare final dividend on equity shares for the financial year ended March 31, 2018.

Item 3: Reappointment of Director.

To appoint a Director in place of Mrs.R. Rama Sravanthi(DIN:07098278) who retires by rotation and being eligible offers herself 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 section 139, 140 (4), 141 and 142 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and Rules there under, M/s. V N S S & Associates, Chartered Accountants, bearing FRN 018367S and in respect of whom the Company has received a Special Notice under Section 140 (4) of the Act, proposing their appointment in place of NSVR & Associates LLP., Chartered Accountants, who have

expressed their unwillingness to continue to hold the office as such, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 years, i.e, from the conclusion of the 33 rd Annual General Meeting to the conclusion of the 38 th Annual General Meeting, at 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: To re-appoint Mr. V.Atchyuta Rama Raju (DIN: 00997493), to the office of Managing Director 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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s) or re-enactments thereof for the time being in force), the re-appointment of Mr. V. Atchyuta Rama Raju (DIN: 00997493) to the office of Managing Director of the Company for a period of 3 years w.e.f 31.07.2018 at a remuneration of Rs.1.65Lacs per month as approved by the Nomination and Remuneration Committee and also by the Board of Directors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to increase or decrease the overall remuneration subject to the maximum limit of Rs.2.50lacs per month or make any variation(s), alteration(s), addition(s), deletion(s),to the aforementioned remuneration structure, as it may deem fit and proper, during the currency of tenure of Mr. V. Atchyuta Rama Raju as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required in this regard.

Item 6: To re-appoint Mr. V. Rajam Raju (DIN: 01314420), to the office of Executive Director 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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s) or re-enactments thereof for the time being in force), the re-appointment of Mr. V. Rajam Raju (DIN: 01314420) to the office of Executive Director of the Company for a period of 3 years w.e.f 31.07.2018 at a remuneration of Rs.1.50Lacs per month as approved by the Nomination and Remuneration Committee and also by the Board of Directors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to increase or decrease the overall remuneration subject to the maximum limit of Rs.2.25lacs per month or make any variation(s), alteration(s), addition(s), deletion(s), to the aforementioned remuneration structure, as it may deem fit and proper, during the currency of tenure of Mr. V. Rajam Raju as Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required in this regard.

Item 7: Appointment of Mr. V. Srinivas (DIN: 08050605), to the office of Independent Director

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

“RESOLVED THAT Mr. V. Srinivas (DIN: 08050605), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 10, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company but

who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. V. Srinivas to the office of Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from January 10, 2018 be and is hereby approved.”

Item 8: Appointment of Mr. K. Venkata Krishna Rao (DIN: 01889382) to the office of Independent Director

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

“RESOLVED THAT Mr. K. Venkata Krishna Rao (DIN: 01889382), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 10, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. K. Venkata

Krishna Rao to the office of Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from January 10, 2018 be and is hereby approved.”

By the Order of the Board
For Vama Industries Limited

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

24th August, 2018
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 the 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 Thursday, September 20, 2018 to Wednesday, September 26, 2018 (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 appear on the Company's Register of Members on the close of Wednesday, September 19, 2018 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 bank 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 / Bigshare 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 Companies Act, 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. Information in respect of Directors seeking appointment/ re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith to the Notice.

19. 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 (Listing Obligations and Disclosure Requirements) 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 Wednesday, September 19, 2018, 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 Sunday, September 23, 2018 and will end at 5.00 P.M. on Tuesday, September 25, 2018. 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 at 9.00 A.M. on Sunday, September 23, 2018 and ends at 5.00 P.M. on Tuesday, September 25, 2018. 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, 2018, 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 help desk.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, Practicing Company Secretary (M. No. 15116), at the Registered Office of the Company so as to reach before the conclusion of the 33rd 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

Sd/-

M K Bhaskara Teja
Company Secretary
M. No. : A39542

24th August, 2018
Hyderabad.

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

Item Nos. 5 & 6

Re-appointment of Mr. V. Atchyuta Rama Raju (DIN: 00997493) and Mr. V. Rajam Raju (DIN: 01314420) to the respective office of Managing Director & Executive Director of the Company.

As you are aware, Mr. V. Atchyuta Rama Raju is the promoter of the Company and has been associated as its Chairman & Managing Director in the executive position since more than a decade. It would not be an exaggeration to mention that the Company owes its very existence to his incessant hard work and extensive experience in the field of Information Technology, IT Enabled services and System Integration.

Similarly, Mr. V. Rajam Raju, who is also the promoter of the Company and has been associated as its Executive Director since more than a decade, has proved his worth in more than one ways while discharging multi-functional responsibilities in the Engineering Division of the Company.

Considering their unparalleled contribution in the past and their inevitable association in the future, the Board of Directors, in their Meeting held on 20th July, 2018 made the following reappointments for a period of 3 years with effect from 31st July, 2018.

- Mr. V. Atchyuta Rama Raju reappointed as the Managing Director along with the designation of Chairman of the Company.
- Mr. V. Rajam Raju reappointed as the Executive Director of the Company

Pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act, any such appointment needs to be approved by the members in their General Meeting.

In view of the aforesaid, the resolutions set out at Item No. 5 & 6 are recommended for your consideration.

A Copy of each draft letter of appointment of Mr. V. Atchyuta Rama Raju as the Managing Director (Chairman), and that of Mr. V. Rajam Raju as the Executive Director of the Company setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during the working hours on any working day till the conclusion of the ensuing AGM.

Both Mr. V. Atchyuta Rama Raju and Mr. V. Rajam Raju and their relatives are interested in the resolutions set out at Item No.5 and 6 in the Notice.

Save and except the aforesaid, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5 & 6 in the Notice.

Brief profiles

1. Mr. V. Atchyuta Rama Raju

Mr. V. Atchyuta Rama Raju (55 years) is a commerce graduate and he is a Promoter of the Company. He takes personal interest in developing teams with a strong belief that ordinary people are capable of making things possible. As the Chairman and Managing Director of the company he carries the overall responsibility for the strategy and operations of IT business.

During his tenure, the business achieved significant success accelerating both growth and profitability; he has been instrumental in building leadership talent and substantially strengthening organizational capabilities. He is a member of Stakeholder Relationship Committee and Risk Management Committee. He is also acting as Managing Director in M/s. Vama Infrastructure and Equipment Pvt Ltd.

It is proposed to seek members approval for the re-appointment of and remuneration payable to Mr. V. Atchyuta Rama Raju as Managing Director of the Company, in terms of the applicable provisions of the Act.

2. Mr. V. Rajam Raju

Rajam Raju is Vama's Co-Promoter and Executive Director. He has executive responsibility for Vama's operations. In addition, he also oversees the relationships with clients. He holds a masters degree in mechanical engineering with production as engineering Specialization. He is a member of Risk Management Committee.

Detailed Profiles of Mr. V. Atchyuta Rama Raju & Mr. V. Rajam Raju are available and can be accessed at <https://vamaind.com/management-profiles.html>

Item Nos. 7 & 8

Appointment of Mr. V. Srinivas (DIN: 08050605) and Mr. K. Venkata Krishna Rao (DIN: 01889382) to the office of Independent Directors of the Company

The members may note that pursuant to the provisions of Section 161 of the Companies Act, 2013, the following persons were appointed as Additional Directors (in the Independent category) of the Company with effect from 10.01.2018, who hold the office as such till the ensuing Annual General Meeting:

- Mr.V. Srinivas
- Mr. K. Venkata Krishna Rao

The Company has received in writing from members along with the deposit of Rs.1 lac as required under Section 160 of the Act proposing the respective candidature of Mr.V. Srinivas & Mr. K. Venkata Krishna Rao for the office of Director of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting.

The aforesaid appointees have declared that they are not disqualified from being appointed as Director in terms of Section 164 of the Act and that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. They have also given their respective consents for the proposed appointments to the office of Director of the Company.

Further, in the opinion of the Board, Mr.V. Srinivas & Mr. K. Venkata Krishna Rao fulfill the conditions of their appointment as Independent Directors as specified in the Act and the Rules made thereunder and they are independent of the Management as well.

Aforesaid Independent Directors possess immense wealth of knowledge and expertise in their respective fields and bring with them vast and rich experience that would definitely help the Company to take itself to the next level of growth. Keeping the said in view, it will be in the best interest of the Company that the said Additional Directors be appointed as Directors on the Board of the Company.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term upto 5 (Five) consecutive years on the Board of a company and he shall not be included in the total number of directors for calculating the number of directors who would retire by rotation. If the appointment is approved, Mr. V. Srinivas & Mr. K. Venkata Krishna Rao shall hold their respective office of Independent Director of the Company upto 09th January, 2023.

In view of the aforesaid, the resolutions set out at Item No.7 & 8 are recommended for your consideration.

A copy of each draft letter of appointment of Mr.V. Srinivas & Mr. K. Venkata Krishna Rao as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. Mr.V. Srinivas & Mr. K. Venkata Krishna Rao may be deemed to be interested in the respective resolutions proposing the appointments set out at Item No. 7 & 8 in the Notice.

Save and except the aforesaid none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 7 & 8 in the Notice.

By the Order of the Board
For Vama Industries Limited

24th August, 2018
Hyderabad

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

Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 in relation to Item Nos.5 and 6

I. GENERAL INFORMATION			
Nature of Industry	IT & IT Enabled Services		
Date of commencement of commercial operation	The Company was incorporated in the year 1985 and obtained certificate of Commencement of Business in the same year.		
<u>Financial Performance</u>	(Rs. in lakhs)		
	2017-18	2016-17	2015-16
Financial parameters:	(audited)	(audited)	(audited)
Turnover (operational revenue)	6863.00	4286.32	4586.35
Net profit after tax	469.90	110.64	25.11
Amount of dividend paid	0.10	0.10	0.10
Rate of dividend declared	5%	5%	1%
	(FV 2/-)	(FV 2/-)	(FV 10/-)
Foreign Investments or collaborations	We have invested an amount of Rs. 3,89,040 in our wholly owned subsidiary M/s. Vama Technologies Pte. Ltd in Singapore		

II. INFORMATION ABOUT THE APPOINTEE

	Mr. V. Atchyuta Rama Raju	V. Rajam Raju
Background Details	Mr. V. Atchyuta Rama Raju (55 years) is a commerce graduate and he is a Promoter of the Company. He takes personal interest in developing teams with a strong belief that ordinary people are capable of making things possible. As the Chairman and Managing Director of the company he carries the overall responsibility for the strategy and operations of IT business.	RajamRaju is Vama's Co-Promoter and Executive Director. He has executive responsibility for Vama's operations. In addition he also oversees the relationships with clients. He holds a master's degree in mechanical engineering with production engineering as specialization.
Past remuneration (Rs per annum)		
2017-18	Rs. 1.65 Lacs	Rs. 1.50 Lacs
2016-17	Rs. 1.65 Lacs	Rs. 1.50 Lacs

<p>Job profile and his suitability</p>	<p>As the Managing Director of the Company he handles the overall responsibility for the strategy and operations of IT Business and Communication</p>	<p>He has executive responsibility for Vama's business operations. In addition he also oversees the relationship with clients</p>
<p>Remuneration proposed</p>	<p>Rs.1.65 lacs per month with maximum ceiling limit of Rs. 2.50 lacs per month</p>	<p>Rs.1.50 lacs per month per month with maximum ceiling limit of Rs. 2.25 lacs per month</p>
<p>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.</p>	<p>Taking into consideration the size of the Company, the qualification and experience of Mr.V. Atchyuta Rama Raju and the profile being handled by him, the remuneration as mentioned above is on the conservative side as compared to the remuneration being paid to similar position in other Companies.</p>	<p>Taking into consideration the size of the Company and the qualification and experience of Mr. V. Rajam Raju and profile being handled by him, the remuneration as mentioned above is on the conservative side as compared to the remuneration being paid to similar position in other Companies.</p>
<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any</p>	<p>In addition to the remuneration drawn by and proposed to Mr. V. Atchyuta Rama Raju, he has indirect pecuniary relationship with the company during the FY 2017-18:</p> <p>Name : V. Parvathi Relation: Wife Nature of Payment: Salary: 2.28 lacs</p> <p>Further, the Company has entered into transactions with Vama Technologies Pte., Ltd., the wholly owned subsidiary, where he is a Director. The details of transactions may be referred at Note.2.31 of the Standalone Financial Statements.</p> <p>Mr. V. Atchyuta Rama Raju is brother of Mr. V. Rajam Raju, the Executive Director of the Company</p>	<p>Apart from the remuneration drawn by and proposed to Mr. V. Rajam Raju he does not have any direct / indirect pecuniary relationship with the Company except that he has provided unsecured to the Company aggregating Rs.9 lacs as on 31.03.2018.</p> <p>Further, he is brother of Mr. V. Atchyuta Rama Raju, Managing Director of the Company.</p>

III. OTHER INFORMATION	
Reasons of loss or inadequacy of profits	The Company's business comprises of sales and services. Due to low margins at domestic level and uncertain global economy, the Company could not generate expected revenues and eventual profitability.
Steps taken or proposed to be taken for improvement	To overcome the present economic situation the Company has, inter alia, taken following steps: <ul style="list-style-type: none"> The Company is exploring new markets/buyers in the international markets to increase the export sales. Setting up of Wholly Owned Subsidiary in Singapore is part of the said strategy. The Company has taken various initiatives to save on the cost so as to improve the profit margin The Company has been taking new initiatives to develop domestic business.
Expected increase in productivity and profits	The Company is targeting an increase of 20% in the overall turnover and about 5-10% increase in operating profits as compared to previous year.

III. OTHER INFORMATION

Details of proposed Remuneration	Basic Salary - Rs.70,000 HRA : Rs.28,000 Conveyance Allowance: Rs.800 Medical Allowance: Rs.1,250 Special allowance: Rs.64,950 per month	Basic Salary - Rs.70,000 HRA : Rs.28,000 Conveyance Allowance: Rs.800 Medical Allowance: Rs.1,250 Special allowance: Rs.49,950 per month
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The Explanatory statement together with the accompanying notice may also be regarded as an abstract of the Memorandum of interest of Directors under the provisions of the Companies Act, 2013

Information in respect of Directors seeking appointment/ re-appointment as required under SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Secretarial Standards on General Meetings issued by ICSI.

Name of the director	Ms. R. Rama Sravanthi	Mr. V. Atchyuta Rama Raju	Mr. V. Rajam Raju
Date of Appointment	01.03.2015	31.07.2018 (current term as Managing Director)	31.07.2018 (current term as Executive Director)
Date of Birth	01.01.1986	06.04.1963	10.05.1967
Expertise in Specific Functional areas	She is having rich experience in the field of Medical Science promotions	Having more than a decade of experience in Information Technology & IT Enabled services including system integration	Having more than a decade of experience in Engineering related operations
Educational Qualification	Master of Physiotherapy	Graduate in Commerce	Post Graduation in Mechanical Engineering
Directorships in other Companies including Listed Companies.	Nil	Vama Infrastructure and Equipment Pvt Ltd	Vama Infrastructure and Equipment Pvt Ltd
Membership / Chairmanships of committees of Board (other than Vama)	Nil	Nil	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Nil	Last drawn and proposed remuneration: Rs.1.65 lacs per month	Last drawn and proposed remuneration: Rs.1.50 lacs per month
Shareholding in the Company as on 31.03.2018	Nil	1,25,55,120 Equity shares	58,02,500 Equity shares
Relationship between Directors inter se	Nil	Brother of V. Rajam Raju	Brother of V. Atchyuta Rama Raju
Number of Meetings of the Board attended during the year	6	8	8

Name of the director	Mr. V. Srinivas	Mr. K. Venkata Krishna Rao
Date of Appointment	10.01.2018	10.01.2018
Date of Birth	01.08.1961	16.02.1970
Expertise in Specific Functional areas	Having 10 years of experience in Engineering Division	Having 10 years of experience in Material administration & Management
Educational Qualification	Graduate in B.E Civil Engineering.	Graduate in B.A
Directorships in other Companies including Listed Companies.	Nil	Nil
Membership / Chairmanships of committees of Board (other than Vama)	Nil	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Nil	Nil
Shareholding in the Company as on 31.03.2018	Nil	34750 Equity shares
Relationship between Directors inter se	Nil	Nil
Number of Meetings of the Board attended during the year	Nil	Nil

Notice U/s. 140 (4) of the Companies Act, 2013

Date: 24.08.2018

To
The Board of Directors
M/s. Vama Industries Limited
8-3-191/147/24, Plot No B-12,
Madhura Nagar, S R Nagar (post)
Hyderabad-500038

Attn: Board of Directors

Sub:- Proposal to appoint New Auditor in place of retiring Statutory Auditor – Special Notice thereof - Reg.

I, CH. D. V. V. Prasad Rao, a shareholder of your Company, holding 1,65,369, Equity Shares, pursuant to the provisions of Section 140 (4), and other applicable provisions, if any, of the Companies Act, 2013, hereby propose to appoint, M/s. V N S S & Associates., Chartered Accountants, as the Statutory Auditors of the Company, at the upcoming Annual General Meeting, in place of the existing Statutory Auditors, M/s. NSVR & Associates LLP., Chartered Accountants,.

In the said regard, kindly take this intimation as Special Notice in terms of Section 115 of the Companies Act, 2013 and our intention to move the corresponding resolution at the Annual General Meeting of the Company to be held for the Financial Year ended 31st March, 2018.

We request you to kindly consider the above proposal and do the needful.

Yours Truly,

CH. D. V. V. Prasad Rao
Southern Street
Eluru - 533401