

Notice

35th Annual General Meeting



Notice is hereby given that the Thirty Fifth(35th) Annual General Meeting [AGM] of the members of Vama Industries Limited will be held on Tuesday, 29th day of December, 2020 at 02.30 P.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) 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 2019-20 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the audited Consolidated Financial Statement of the Company for the Financial Year 2019-20 together with the Report of the Auditors thereon.

Item 2: Re-appointment 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.

SPECIAL BUSINESS:

Item 3: Appointment of Mrs. V. Parvathi (DIN: 01240583) to the office of Director

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 Section 152,160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), Mrs. V. Parvathi (DIN: 01240583), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11.09.2020 and who holds office as such upto the date of this Annual General Meeting in terms of Section 161(1) of the said Act and the Articles of Association of the Company and 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 her candidature for the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

Item 4: Appointment of Mrs.V. Parvathi (DIN: 01240583) to the office of whole Time Director

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 Sections 196,197 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto, the appointment of Mrs. V. Parvathi (DIN: 01240583), by the Board of Directors, upon recommendation of Nomination and remuneration committee, to the office of Whole Time Director, designated as **‘Executive Director’** of the Company, for a period of 3 Years, with effect from 11.09.2020 at a remuneration of Rs.19,000 per month be and is hereby approved.



“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

By the Order of the Board
For **Vama Industries Limited**

Sd/-

V. Atchuta Rama Raju
Chairman and Managing Director
DIN:00997493

Place: Hyderabad
Date: 02nd December, 2020

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC /OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.
3. Statement as required under section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Wednesday, December 23, 2020 to Tuesday, December 29, 2020 (both days inclusive).
5. Relevant documents referred to in the accompanying Notice and the Explanatory 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.
6. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to your addresses, email id, ECS mandate etc.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s Bigshare Services Private Limited, Hyderabad by enclosing a photocopy of blank cancelled cheque of your bank account.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s Bigshare Services Private Limited, Hyderabad are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
9. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

Members/Claimants whose shares, unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 which is available on www.iepf.gov.in and on the website of the Company www.vamaind.com along with requisite fee as decided by it from time to time.

Members who have not yet encashed the dividend warrants from the financial year ended 31st March 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount which were lying with the Company upto and in respect of the year ended on 31st March 2013, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.vamaind.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends.

12. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
13. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or at any time subsequently. In case they have not furnished the PAN to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company /RTA.
14. Members may also note that the Notice of the 35th Annual General Meeting is available on the Company's website: www.vamaind.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@vama.co.in

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website: www.vamaind.com, on the website of the Stock Exchange, i.e. BSE Limited, at www.bseindia.com and on the website of CDSL, www.evotingindia.com.

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants in respect of shares held in physical/electronic mode, respectively.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
17. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished along with this Notice. The Directors have furnished the requisite consent/declaration for their appointment /re-appointment. Further Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 in relation to Item No. 4 is furnished herewith and forms part of the Notice.
18. Retirement of Director by rotation: Mrs. R. Rama Sravanthi. being eligible, offers herself for re-appointment.

The Board of Directors recommend her re-appointment, whose office is liable to retire by rotation

E-VOTING INSTRUCTIONS

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines and Circulars issued by the Ministry of Corporate Affairs (MCA). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members may attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The members, whose names appear in the Register of Members / list of Beneficial Owners as on "Cut off Date", i.e., Tuesday, December 22, 2020, 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 on Saturday, December 26, 2020 at 09.00 hrs and shall end on Monday, December 28, 2020 at 17.00hrs. The members will not be able to cast their votes electronically beyond the date and time mentioned above.
4. 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.

Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

5. The Members can join the AGM through VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chair persons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the Ministry of Corporate Affairs (MCA) CircularNo.17/2020 dated April13, 2020, the Notice calling the AGM is being uploaded on the website of the Company at www.vamaind.com. The Notice can also be accessed from the website of BSE Limited, www.bseindia.com. The AGM Notice is also hosted on the website of CDSL (agency for providing the e-Voting facility), i.e.www.evotingindia.com

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The remote voting period begins on Saturday, December 26, 2020 at 09.00 hrs and ends on Monday, December 28, 2020 at 17.00 hrs. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, December 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Please ensure your credentials are correct in all respects
- (v) Click on “Shareholders” module.
- (vi) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details or Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 (vi).

- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.

- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company, i.e., Vama Industries Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING ON THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (frontandback), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to the Company Secretary at investorservices@vama.co.in
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to the Company Secretary at investorservices@vama.co.in
3. The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:

1. Shareholder will be provided facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are advised to join the Meeting through Laptops / I Pads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or Tablets or through Laptop connecting via mobile

hotspot may experience audio/video loss due to fluctuation in the respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of foresaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, i.e., from December 18, 2020 (9.00 A.M.) to December 25, 2020 (5.00 PM), mentioning their name, demat account number/folio number, email id, mobile number at **investorservices@vama.co.in**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, i.e., from December 18, 2020 (9.00 A.M.) to December 25, 2020 (5.00 PM), mentioning their name, demat account number/folio number, email id, mobile number at **investorservices@vama.co.in**. These queries will be replied suitably by the Company vide email.
6. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.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 linked in the login 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.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **investorservices@vama.co.in**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding 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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on December 22, 2020.
- ii. The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.vamaind.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to BSE Limited.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM`

By the Order of the Board
For **Vama Industries Limited**

Sd/-
V. Atchyuta Rama Raju
Chairman and Managing Director
DIN:00997493

Place: Hyderabad
Date: 02nd December, 2020

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item Nos.3 & 4

We would like to recollect that Mrs. V. Parvathi (DIN: 01240583) was appointed as the Additional Director and subsequently elevated as the Whole time Director of the Company by the Board wef 11.09.2020 in place of Mr. V. Rajam Raju, who resigned from the Board due to his pre-occupation.

To put it chronologically, Mrs. V. Parvathi, was appointed by the Board to the office of Additional Director wef 11.09.2020, who shall hold her office as such till the ensuing AGM of the Company.

However, the Company has received a Notice in writing from a member along with the deposit of Rs.1 lac as required under Section 160 of the Act proposing the candidature of Mrs. V. Parvathi 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.

Further, it may be noted that, Mrs. V. Parvathi, was then already in the whole time employment of the Company.

Mrs. V. Parvathi, aged about 57 years is one of the Promoters of the Company. She has about 5 years experience in the field of Accounts HR and Admin.

In the aforesaid backdrop, the Board, in the same Meeting held on 11.09.2020, appointed Mrs. V. Parvathi to the office of Whole Time Director of the Company (designated as Executive Director), for a period of 3 Years, with effect from 11.09.2020 at a remuneration of Rs.19,000 per month.

Mrs. V. Parvathi is not disqualified from being appointed a director in terms of section 164 of the Act and has given her consent to act as Director and also as Whole Time Director of the Company. Further, the appointments of Mrs. V. Parvathi to the said offices of Additional Director and Whole Time Director have been recommended by the Nomination and remuneration Committee 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.3&4 are recommended for your consideration.

A Copy of letter of appointment of Mrs. V. Parvathi to the office of Whole Time Director of the Company (designated as Executive Director), setting out the terms and conditions is 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.

Mrs. V. Parvathi is the wife of Mr. V. Atchyuta Rama Raju, the Chairman and Managing Director of the Company. Apart from the said, she is not related to any other Director of the Company.

Mrs. V. Parvathi may be deemed to be interested in the resolutions set out at Item No.3 and 4 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.3&4 in the Notice, except to the extent of shares held by them in the paid up share capital of the Company.

Brief profile

Mrs. V. Parvathi (57 years) is a commerce graduate and one of the Promoters of the Company. She has experience of more than 5 years in the field of Accounts, HR and Admin. She takes personal interest in developing teams with a strong belief that ordinary people are capable of making things possible.

She is a member of Risk Management Committee.

It is proposed to seek members' approval for her appointment and remuneration payable to her as the Whole Time Director (designated as Executive Director) of the Company, in terms of the applicable provisions of the Act.

Detailed Profile of Mrs. V. Parvathi is available and can be accessed <https://www.vamaind.com/management-profiles.html>

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	R. Rama Sravanthi
Date of Appointment including terms and conditions of appointment	Re appointed to the office of Director in the AGM held on September 26, 2018. Retires by rotation in the ensuing AGM, and being eligible offering herself for re-appointment. She shall be subject to retirement by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013. No other specific terms and conditions.
Date of first appointment on the Board	01.03.2015
Date of Birth	01.01.1986
Expertise in Specific Functional areas and Experience	Has rich experience in the field of Medical Science promotions
Educational Qualification	Master of Physiotherapy
Directorships in other Companies (other than Vama Industries Limited)	NIL
Membership / Chairmanship of committees of Other Boards (other than Vama Industries Limited)	NIL
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Being a non-executive Director, not entitled to any remuneration other than Sitting Fee as decided by the Board from time to time.
Shareholding in the Company as on 31.03.2020	Nil
Relationship between Directors inter-se/ Manager and KMPs	Not related to any Director, Manager or KMPs
Number of Meetings of the Board attended during the year 2019-20	7

Name of the Director	V. Parvathi
Date of Appointment including terms and conditions of appointment	11.09.2020. Appointed to the office of Additional Director and subsequently as Whole Time Director, (designated as Executive Director) for a period of 3 years effective 11.09.2020 at a remuneration of Rs.19,000 per month.
Date of first appointment on the Board	11.09.2020
Date of Birth	10.04.1963
Expertise in Specific Functional areas and Experience Science promotions	HR and Admin. Experience of more than 5 years in the field of HR and Admin
Educational Qualification	B.Com
Directorships in other Companies (other than Vama Industries Limited)	Vama Infrastructure and Equipment Private Limited
Membership / Chairmanship of committees of Other Boards (other than Vama Industries Limited)	NIL
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Appointed as whole time Director for a period of 3 years effective 11.09.2020 at a remuneration of Rs.19,000 per month. Hence, remuneration last drawn as well as remuneration sought to be paid remains the same.
Shareholding in the Company as on 31.03.2020	7,74,500 Equity shares
Relationship between Directors inter-se/ Manager and KMPs	Wife of V. Atchya Rama Raju, the Chairman and Managing Director of the Company. Not related to any other Director or Manager or KMPs of the Company.
Number of Meetings of the Board attended during the year 2019-20	N.A (Since appointed subsequent to close of FY 2019-20)

**Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013
in relation to Item Nos.3 & 4**

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.		
In case of new Company, expected date of commencement of activities as per project approved by FI, appearing in the prospectus	N.A		
Financial Performance	(Rs. in lakhs)		
Financial parameters:	2019-20	2018-19	2017-18
Turnover (operational revenue)	1614.16	3837.08	6863.00
Net profit after tax	1614.16	3837.08	6863.00
Amount of dividend paid during the FY	97.97	79.77	469.90
Rate of dividend declared	10.51	52.54	52.54
	1%	5%	5%
	(FV 2/-)	(FV 2/-)	(FV 2/-)
Foreign Investments or collaborations	As on 31.03.2020, investments made by the Company in its wholly owned subsidiary, M/s. Vama Technologies Pte. Ltd., Singapore stood at Rs.4.52 lacs (after taking into account the Exchange rate fluctuations)		

II. INFORMATION ABOUT THE APPOINTEE

	Mrs. V. Parvathi		
Background Details	Mrs. V. Parvathi, aged about 57 years, is one of the promoters of the Company. She has rich experience of more than 5 years in the field of HR and admin. She plays a vital role in the HR related activities of the Company and handles general administration at different levels in the organisation.		
Past remuneration (Rs per annum)	2019-20	2018-19	2017-18
	Not a Director during any of the said Financial Years. However, as an employee of the Company, she has been paid a remuneration of Rs.2.28 lacs per annum during the said Financial Years.		
Job profile and his suitability	Laced with a 5 years hands on experience in various areas such as accounts, HR and admin, Mrs. V. Parvathi is a good choice to head the HR and admin departments of the Company.		
Recognition or awards	Nil		
Remuneration proposed	Rs.2.28 lacs per annum		