



**SCRUTINIZER'S REPORT ON VOTING**  
**(Remote e-voting and Physical Poll)**  
Carried out for  
**VAMA INDUSTRIES LIMITED**  
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies, (Management and Administration) Rules, 2014, as amended]

To  
The Chairman,  
**VAMA INDUSTRIES LIMITED**  
Ground Floor, B-12, Madhura Nagar,  
Hyderabad

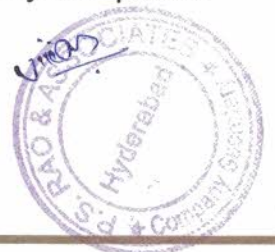
**Sub:** Scrutinizer Report on Remote e-voting and Physical poll at the AGM.

**Dear Sir,**

Pursuant to the resolution passed by the Board of Directors of **Vama Industries Limited** (the Company) on 12<sup>th</sup> August, 2016, I have been appointed as Scrutinizer for the purpose of Scrutinizing voting process (remote e-voting and physical poll at the AGM) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, in respect of business detailed in **Annexure – I hereto**.

I, hereby confirm that I am familiar and am aware of the concept of electronic voting system as prescribed under the said Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The compliance with the provisions of Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (remote e-voting) and voting by using ballot forms by the shareholders on the resolutions proposed in the Notice of the 31<sup>st</sup> AGM of the Company is the responsibility of the Management. My responsibility as the Scrutinizer is to ensure that voting process, both through electronic means and by use of Ballot forms at the AGM, are conducted in a fair and transparent manner and provide scrutinizer's Report to the Chairman on the resolutions, based on the Reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL) and the Report prepared based on the physical poll at the AGM.




The Company has engaged Central Depository Services(India) Limited (CDSL) as the Service provider for providing the remote e - voting platform to the shareholders of the Company. M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The service provider provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and special Business) to be transacted at the 31<sup>st</sup> Annual General Meeting (AGM) of the Company which was scheduled to be held on Monday, 26<sup>th</sup> day of September, 2016, at 10.00 A.M. at Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad - 500082. The service provider accordingly has set up e-voting facility on its website. The company and the Service Provider had uploaded all the items of business (Notice of AGM) to be transacted on their respective websites to facilitate its shareholders to cast their vote electronically.

As on the cutoff date, i.e., 19<sup>th</sup> September, 2016 there were 1,146 shareholders in the Company. Notice of the AGM was sent electronically to the shareholders whose email IDs were registered and by way of courier to the remaining shareholders.

The cut- off date for the purpose of identifying the shareholders who were entitled to vote on the resolutions placed for consideration of the shareholders was fixed as 19<sup>th</sup> September, 2016. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days. It commenced at 9.00 A.M., on 23<sup>rd</sup> September, 2016 and was closed at 5.00 P.M. on 25<sup>th</sup> September, 2016.

On 25<sup>th</sup> September 2016, after 5.00 P.M, the voting portal of the service provider was blocked forthwith.

On 26<sup>th</sup> September, 2016, I unblocked the votes cast through e-voting facility in the presence of Mr. Avneet Singh Kohli and Ms. Vandana Modani who acted as the witnesses, (Signed hereunder) as prescribed under Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, as amended.

  
Arneet Singh Kohli

  
Vandana Modani

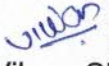


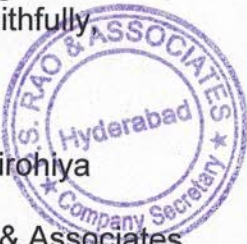


Further, on 26<sup>th</sup> September, 2016, after the completion of physical poll by the members, the Ballot Boxes were cut open and the ballot forms were taken in my custody. The Ballot forms were scrutinized and Report on voting by physical poll was prepared by me.

As a Scrutinizer, I have prepared separate Reports on the Remote e-voting and on the voting by Physical poll at AGM held on 26<sup>th</sup> September, 2016. I hereby submit the consolidated Report on all the resolutions contained in the Notice of the said AGM and transacted thereat by way of remote e-voting and by way of physical poll as **Annexure-I** hereto.

Thanking You  
Yours faithfully

  
Vikas Sirohiya  
Partner  
P.S Rao & Associates  
Company Secretaries  
M.No. 15116, C.P No. 5246



Place: Hyderabad  
Date: 27<sup>th</sup> September, 2016

**ORDINARY BUSINESS**

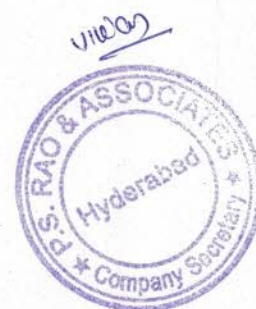
**Agenda Item No.1 Adoption of Audited Accounts**

**Details of Agenda** Adoption of audited Financial statement for the FY ended 31<sup>st</sup> March, 2016

**Resolution Required** Ordinary Resolution

**Mode of voting** Electronic Voting & Physical Poll at AGM

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 $3 = \{2 / 1\} * 100$	4	5	6 $6 = \{4 / 2\} * 100$	7 $7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	4512366	4512366	100	4512366	0	100.00	N.A.
Physical Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Sub Total</b>	<b>4512366</b>	<b>4512366</b>	<b>100.00</b>	<b>4512366</b>	<b>0</b>	<b>100.00</b>	<b>N.A.</b>
Public Institutional Holders							
Electronic Poll	NIL	N.A	N.A	N.A	N.A	N.A	N.A
Physical Poll		N.A	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>NIL</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>
Public-Others							
Electronic Poll	5995634	441625	7.37	441586	39	99.99	Negligible
Physical Poll		157920	2.63	157920	0	100.00	N.A
<b>Sub Total</b>	<b>5995634</b>	<b>599545</b>	<b>10.00</b>	<b>599506</b>	<b>39</b>	<b>99.99</b>	<b>Negligible</b>
Total Electronic Poll	10508000	4953991	47.14	4953952	39	100.00	Negligible
Total Physical Poll		157920	1.50	157920	0	100.00	N.A.
<b>GRAND TOTAL</b>	<b>10508000</b>	<b>5111911</b>	<b>48.65</b>	<b>5111872</b>	<b>39</b>	<b>100.00</b>	<b>Negligible</b>





## ORDINARY BUSINESS

**Agenda Item No.2** : Declaration of Final Dividend

**Details of Agenda** : Declaration of Final dividend @ Re 0.10 per Equity share of Rs. 10 each

**Resolution Required** : Ordinary Resolution

**Mode of Voting** : Electronic Voting & Physical Poll at AGM

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 = {2 / 1} * 100	4	5	6 = {4 / 2} * 100	7 = {5 / 2} * 100
Promoter and Promoter Group							
Electronic Poll	4512366	4512366	100	4512366	0	100.00	N.A.
Physical Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Sub Total</b>	<b>4512366</b>	<b>4512366</b>	<b>100.00</b>	<b>4512366</b>	<b>0</b>	<b>100.00</b>	<b>N.A.</b>
Public Institutional Holders							
Electronic Poll	NIL	N.A	N.A	N.A	N.A	N.A	N.A
Physical Poll		N.A	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>NIL</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>
Public-Others							
Electronic Poll	5995634	441625	7.37	441586	39	99.99	Negligible
Physical Poll		157920	2.63	157920	0	100.00	N.A.
<b>Sub Total</b>	<b>5995634</b>	<b>599545</b>	<b>10.00</b>	<b>599506</b>	<b>39</b>	<b>99.99</b>	<b>Negligible</b>
Total Electronic Poll	10508000	4953991	47.14	4953952	39	100.00	Negligible
Total Physical Poll		157920	1.50	157920	0	100.00	N.A.
<b>GRAND TOTAL</b>	<b>10508000</b>	<b>5111911</b>	<b>48.65</b>	<b>5111872</b>	<b>39</b>	<b>100.00</b>	<b>Negligible</b>



# ORDINARY BUSINESS

**Agenda Item No. 3** : Reappointment of Director

**Details of Agenda** : Reappointment of Mrs. R. Rama Sravanthi as a Director of the Company

**Resolution Required** : Ordinary Resolution

**Mode of Voting** : Electronic Voting & Physical Poll at AGM

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 = { 2 / 1 } * 100	4	5	6 = { 4 / 2 } * 100	7 = { 5 / 2 } * 100
Promoter and Promoter Group							
Electronic Poll	4512366	4512366	100	4512366	0	100.00	N.A.
Physical Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Sub Total</b>	<b>4512366</b>	<b>4512366</b>	<b>100.00</b>	<b>4512366</b>	<b>0</b>	<b>100.00</b>	<b>N.A.</b>
Public Institutional Holders							
Electronic Poll	NIL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Physical Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Sub Total</b>	<b>NIL</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Public-Others							
Electronic Poll	5995634	441625	7.37	441586	39	99.99	Negligible
Physical Poll		157920	2.63	157920	0	100.00	N.A.
<b>Sub Total</b>	<b>5995634</b>	<b>599545</b>	<b>10.00</b>	<b>599506</b>	<b>39</b>	<b>99.99</b>	<b>Negligible</b>
Total Electronic Poll	10508000	4953991	47.14	4953952	39	100.00	Negligible
Total Physical Poll		157920	1.50	157920	0	100.00	N.A.
<b>GRAND TOTAL</b>	<b>10508000</b>	<b>5111911</b>	<b>48.65</b>	<b>5111872</b>	<b>39</b>	<b>100.00</b>	<b>Negligible</b>





## ORDINARY BUSINESS

**Agenda Item No. 4** : Ratification of appointment of Statutory Auditors

**Details of Agenda** : Ratification of appointment of M/s GV & Co. as the Statutory Auditors

**Resolution Required:** Ordinary Resolution

**Mode of Voting** : Electronic Voting & Physical Poll at AGM

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 = { 2 / 1 } * 100	4	5	6 = { 4 / 2 } * 100	7 = { 5 / 2 } * 100
Promoter and Promoter Group							
Electronic Poll	4512366	4512366	100	4512366	0	100.00	N.A.
Physical Poll		0	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Sub Total</b>	<b>4512366</b>	<b>4512366</b>	<b>100.00</b>	<b>4512366</b>	<b>0</b>	<b>100.00</b>	<b>N.A.</b>
Public Institutional Holders							
Electronic Poll	NIL	N.A	N.A	N.A	N.A	N.A	N.A
Physical Poll		N.A	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>NIL</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>
Public-Others							
Electronic Poll	5995634	441625	7.37	441586	39	99.99	Negligible
Physical Poll		157920	2.63	157920	0	100.00	N.A
<b>Sub Total</b>	<b>5995634</b>	<b>599545</b>	<b>10.00</b>	<b>599506</b>	<b>39</b>	<b>99.99</b>	<b>Negligible</b>
Total Electronic Poll	10508000	4953991	47.14	4953952	39	100.00	Negligible
Total Physical Poll		157920	1.50	157920	0	100.00	N.A
<b>GRAND TOTAL</b>	<b>10508000</b>	<b>5111911</b>	<b>48.65</b>	<b>5111872</b>	<b>39</b>	<b>100.00</b>	<b>Negligible</b>



**Special Business**

**Agenda Item No. 5 :** Sub-Division of nominal value of Equity Shares

**Details of Agenda :** Sub- Division of nominal value of Equity Shares from Rs.10 per share to Rs.2 per share

**Resolution Required:** Special Resolution

**Mode of voting** Electronic Voting & Physical Poll at AGM

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 = { 2 / 1 } * 100	4	5	6 = { 4 / 2 } * 100	7 = { 5 / 2 } * 100
Promoter and Promoter Group							
Electronic Poll	4512366	4512366	100	4512366	0	100.00	N.A
Physical Poll		0	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>4512366</b>	<b>4512366</b>	<b>100.00</b>	<b>4512366</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
Public Institutional Holders							
Electronic Poll	NIL	N.A	N.A	N.A	N.A	N.A	N.A
Physical Poll		N.A	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>NIL</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>
Public-Others							
Electronic Poll	5995634	441625	7.37	441586	39	99.99	Negligible
Physical Poll		157920	2.63	157920	0	100.00	N.A
<b>Sub Total</b>	<b>5995634</b>	<b>599545</b>	<b>10.00</b>	<b>599506</b>	<b>39</b>	<b>99.99</b>	<b>Negligible</b>
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**Special Business**

**Agenda Item No. 6:** Amendment to clause V of the Memorandum of Association of the Company

**Details of Agenda:** Amendment of existing clause V of the Memorandum of Association consequent upon sub-division of nominal value of Equity Shares

**Resolution Required:** Special Resolution

**Mode of voting :** Electronic Voting & Physical Poll at AGM

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
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Electronic Poll	4512366	4512366	100	4512366	0	100.00	N.A
Physical Poll		0	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>4512366</b>	<b>4512366</b>	<b>100.00</b>	<b>4512366</b>	<b>0</b>	<b>100.00</b>	<b>N.A</b>
Public Institutional Holders							
Electronic Poll	NIL	N.A	N.A	N.A	N.A	N.A	N.A
Physical Poll		N.A	N.A	N.A	N.A	N.A	N.A
<b>Sub Total</b>	<b>NIL</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>
Public-Others							
Electronic Poll	5995634	441625	7.37	441586	39	99.99	Negligible
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