



**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,  
32<sup>nd</sup> Annual General Meeting of Equity Shareholders of  
**VAMA INDUSTRIES LIMITED**  
Madhura Nagar, S R Nagar (Post)  
Hyderabad – 500038,  
Held on Monday, 25<sup>th</sup> September, 2017 at 10. A.M. at Hotel Inner Circle, Somajiguda, Hyderabad.

**Sub:** Scrutinizer Report on Remote e-Voting & Physical Poll at the AGM

Dear Sir,

Pursuant to the Resolution passed by the Board of Directors of **VAMA INDUSTRIES LIMITED** (the Company) on 19<sup>th</sup> August, 2017, I have been appointed as Scrutinizer for the purpose of scrutinizing voting process (remote e-voting & physical poll at the AGM) as laid under Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014, as amended, in respect of business items 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance with the provisions of the 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 32<sup>nd</sup> AGM of the Company is the responsibility of the management. My responsibility as the scrutinizer is to ensure that the 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 consolidated 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 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) transacted at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company which was held on Monday, 25<sup>th</sup> day of September, 2017, at 10:00 A.M. at Hotel Inner Circle, Raj Bhavan Road, Somjaiguda, Hyderabad-500038. The service provider, accordingly had 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.

The cut-off date (record 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, 2017. 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 22<sup>nd</sup> September, 2017 and was closed at 5:00 P.M. on 24<sup>th</sup> September, 2017.

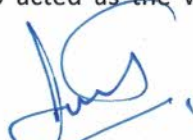
On 29<sup>th</sup> September, 2017 after 5:00 P.M, the voting portal of the service provider was blocked forthwith.

After the time fixed for closing of the poll by the chairman 1 (one) Ballot box kept for polling was locked in my presence with due identification marks placed by me.

After completion of polling, I unblocked the votes cast through e-voting facility in the presence of Mr. Prashant R. Purekar and Mr. Avneet Singh Kohli who acted as the witnesses, (signed hereunder) as prescribed under Rule 20 (3) (xi).



Mr. Prashant R. Purekar



Mr. Avneet Singh Kohli

Then, the locked Ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agent of the Company and the authorizations lodged with the company.

I did not find any poll papers invalid.

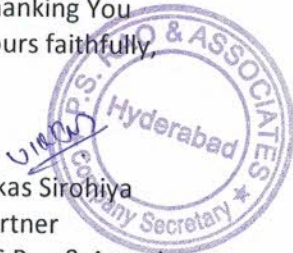


As a Scrutinizer, I have prepared separate Reports on the remote e-voting and on the voting by physical poll at the AGM held on 25<sup>th</sup> September, 2017. I hereby submit the consolidated Report on all the resolutions contained in the Notice of the said AGM and transacted thereat by way of remote e-voting and by way of physical poll as **Annexure I** hereto.

The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking You

Yours faithfully,



Vikas Sirohiya

Partner

P.S Rao & Associates

Company Secretaries

M.No. 15116, C.P No. 5246

Place: Hyderabad

Date: 26<sup>th</sup> September, 2017



ORDINARY BUSINESS

P S Rao & Associates  
Company Secretaries

Agenda Item No. 1

Adoption of Audited Accounts

Details of Agenda

Adoption of audited Annual Accounts for the FY ended 31st March, 2017

Resolution required

Ordinary Resolution

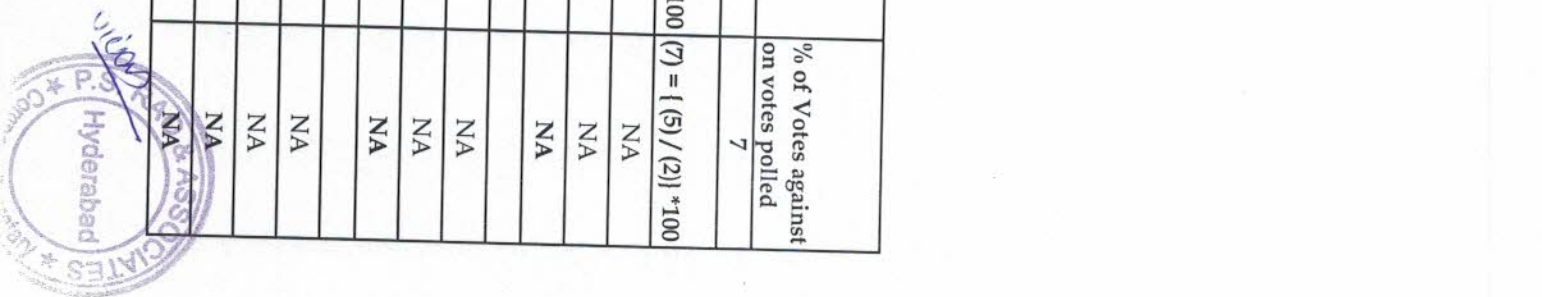
Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter  
Group are interestesed in the  
Agenda/ resolution

No

Category	Mode of Voting	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	E - Voting		22561830	100.00	22561830	NA	100.00	NA
	Poll	22561830	NA	NA	NA	NA	NA	NA
	Total		22561830	100	22561830	NA	100	NA
Public Institutions	E - Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting		842594	2.81	842594	NA	100.00	NA
	Poll	29978170	3945620	13.16	3945620	NA	100.00	NA
	Total		4788214	15.97	4788214	NA	100	NA
TOTAL		52540000	27350044	52.06	27350044	NA	100	NA



ORDINARY BUSINESS

Agenda Item No. 2

Details of Agenda

Resolution required

Mode of Voting

whether promoter/ promoter Group are interested in the Agenda/ resolution

Declaration of Dividend

Declaration of Dividend of Re 0.10 per Equity Share of Rs.2 each

Ordinary Resolution

Electronic Voting & Physical Poll at AGM

No

Category	Mode of Voting	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	E - Voting	22561830	22561830	100.00	22561830	NA	100.00	NA
	Poll		NA	NA	NA	NA	NA	NA
	Total	22561830	22561830	100	22561830	NA	100	NA
Public Institutional Holders	E - Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Total	0	NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting		842594	2.81	842594	NA	100.00	NA
	Poll	29978170	3945620	13.16	3945620	NA	100.00	NA
	Total		4788214	15.97	4788214	NA	100	NA
TOTAL		52540000	27350044	52.06	27350044	NA	100	NA



# ORDINARY BUSINESS

**P S Rao & Associates**  
Company Secretaries

Agenda Item No. 3

Reappointment of Mr. V. Rajam Raju as a Director of the Company

Details of Agenda

Reappointment of Mr. V. Rajam Raju as a Director of the Company

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter  
Group are interested in the  
Agenda / resolution

No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
		1	2	3	4	5	6	7
Promoter and Promoter Group	E - Voting		16759330	74.28	16759330	NA	100.00	NA
	Poll	22561830	NA	NA	NA	NA	NA	NA
	Total		16759330	74.28	16759330	NA	100.00	NA
Public Institutional Holders	E - Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting		842594	2.81	842594	NA	100.00	NA
	Poll	29978170	3945620	13.16	3945620	NA	100.00	NA
	Total		4788214	15.97	4788214	NA	100.00	NA
TOTAL		52540000	21547544	41.01	21547544	NA	100.00	NA





ORDINARY BUSINESS

Agenda Item No. 4

Appointment of Statutory Auditors

Details of Agenda

Appointment of M/s NSVR & Associates LLP., Chartered Accountants as Statutory Auditors

Resolution required

: Ordinary Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter  
Group are interested in the  
Agenda/ resolution

No

Category	Mode of Voting	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	E - Voting Poll	22561830	22561830	100.00	22561830	NA	100.00	NA
	Total		22561830	100	22561830	NA	100	NA
Public Institutional Holders	E - Voting Poll	0	NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting Poll	29978170	842594	2.81	842594	NA	100.00	NA
	Total		3945620	13.16	3945620	NA	100.00	NA
			4788214	15.97	4788214	NA	100	NA
TOTAL		52540000	27350044	52.06	27350044	NA	100	NA

SPECIAL BUSINESS

Agenda Item No.5

Increase in Borrowing Limits

Details of Agenda

Increase in Borrowing Limits of the Board of Directors

Resolution required

: Special Resolution

Mode of Voting

Electronic Voting & Physical Poll at AGM

whether promoter/ promoter  
Group are interested in the  
Agenda/ resolution

No

Category	Mode of Voting	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
		1	2	3 (3) = { (2) / (1) } * 100	4	5	6 (6) = { (4) / (2) } * 100
Promoter and Promoter Group	E - Voting		22561830	100.00	22561830	NA	100.00
	Poll		NA	NA	NA	NA	NA
	Total	22561830	22561830	100	22561830	NA	100
Public Institutional Holders	E - Voting						
	Poll	0	NA	NA	NA	NA	NA
	Total	0	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting		842594	2.81	842594	NA	100.00
	Poll	29978170	3945620	13.16	3945620	NA	100.00
	Total		4788214	15.97	4788214	NA	100
TOTAL		52540000	27350044	52.06	27350044	NA	100





**SPECIAL BUSINESS**

Agenda Item No. 6

Details of Agenda

Resolution required

Mode of Voting

To Create Charge / Mortgage on assets of the Company  
To Create Charge / Mortgage on assets of the Company  
: Ordinary Resolution  
Electronic Voting & Physical Poll at AGM

whether promoter/ promoter  
Group are interested in the  
Agenda/ resolution

No

Category	Mode of Voting	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	4	5	6	7
				$(3) = \{(2) / (1)\} * 100$			$(6) = \{(4) / (2)\} * 100$	$(7) = \{(5) / (2)\} * 100$
Promoter and Promoter Group	E - Voting	22561830	22561830	100.00	22561830	NA	100.00	NA
	Poll		NA	NA	NA	NA	NA	NA
	Total		22561830	100	22561830	0	100.00	NA
Public Institutional Holders	E - Voting	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting	29978170	842594	2.81	842094	500.000	99.94	0.06
	Poll		3945620	13.16	3945620	NA	100.00	NA
	Total		4788214	15.97	4787714	500	99.986	0.0104
TOTAL		52540000	27350044	52.06	27349544	500	99.982	0.0018

