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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,
32nd Annual General Meeting of Equity Shareholders of
VAMA INDUSTRIES LIMITED
Madhura Nagar, S R Nagar (Post)
Hyderabad – 500038,
Held on Monday, 25th 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 19thAugust, 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 32nd 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 32nd Annual General Meeting (AGM) of the Company which was held on Monday, 25th 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 19th 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 22nd September, 2017 and was closed at 5:00 P.M. on 24th September, 2017.

On 29th 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 25th 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: 26th September, 2017

ORDINARY BUSINESS

Company Secretaries P S Rao & Associates

Agenda Item No. 1

Details of Agenda

Resolution required

Mode of Voting

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

Adoption of Audited Accounts

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

Ordinary Resolution

Electronic Voting & Physical Poll at AGM

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P S Rao & Associates Company Secretaries

ORDINARY BUSINESS

Agenda Item No. 2

Details of Agenda

Resolution required

Mode of Voting

whether promoter/ promoter Group are intereseted 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

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Company Secretaries P S Rao & Associates

ORDINARY BUSINESS

Agenda Item No. 3

Details of Agenda

Resolution required

whether promoter/ promoter Group are intereseted in the

Agenda/resolution

Mode of Voting

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

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

: Ordinary Resolution

Electronic Voting & Physical Poll at AGM

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P S Rao & Associates Company Secretaries

ORDINARY BUSINESS

Agenda Item No. 4

Details of Agenda

Resolution required

Mode of Voting

Appointment of Statutory Auditors

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

: Ordinary Resolution

Electronic Voting & Physical Poll at AGM

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

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SPECIAL BUSINESS

Agenda Item No. 5

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Details of Agenda

Mode of Voting

Resolution required

Increase in Borrowing Limits

Increase in Borrowing Limits of the Board of Directors

: SpecialResolution

Electronic Voting & Physical Poll at AGM

No

Agenda/resolution

whether promoter/ promoter Group are intereseted in the

NA	27350044	52.06	27350044	52540000		TOTAL
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Agenda Item No. 6

Details of Agenda

Resolution required

Mode of Voting

whether promoter/ promoter

Group are intereseted in the

Agenda/resolution

To Create ChargeCharge / Mortgage on assets of the Company

To Create ChargeCharge / Mortgage on assets of the Company

: Ordinary Resolution

Electronic Voting & Physical Poll at AGM

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