



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,
33rd Annual General Meeting of Equity Shareholders of
VAMA INDUSTRIES LIMITED
Madhura Nagar, S R Nagar (Post)
Hyderabad – 500038,

Held on Wednesday, 26th September, 2018 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 24th August, 2018, 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 33rd 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, is 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.

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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 33rd Annual General Meeting (AGM) of the Company which was held on Wednesday, 26th day of September, 2018, 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, 2018. 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 23rd September, 2018 and was closed at 5:00 P.M. on 25th September, 2018.

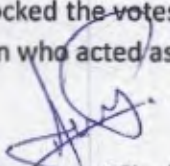
On 25th September, 2018 after 5:00 P.M, the voting portal of the service provider was blocked forthwith.

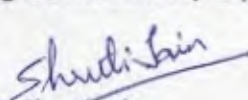
After the time fixed for closing of the poll by the chairman 1 (one) Ballot box kept for polling was locked in my presence with due identification marks placed by me.

After completion of polling, I opened the Ballot box in the presence of Mr. Avneet Singh Kohli and Ms. Shruti Jain who acted as the witnesses 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.

Thereafter I unblocked the votes cast through e-voting facility in the presence of Mr. Avneet Singh Kohli and Ms. Shruti Jain who acted as the witnesses, (signed hereunder) as prescribed under Rule 20 (3) (xii).


Mr. Avneet Singh Kohli


Ms. Shruti Jain

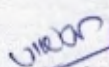


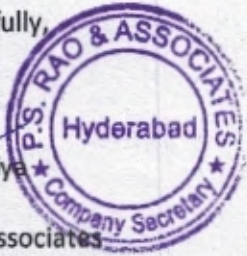
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As a Scrutinizer, I have prepared separate Reports on the remote e-voting and on the voting by physical poll at the AGM held on 26th September, 2018 and consolidated the same. I hereby submit the consolidated Report on all the resolutions contained 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: 27th September, 2018

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, 2018

Resolution required

Ordinary Resolution

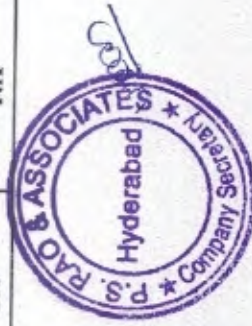
Mode of Voting

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	4	5	6	7
				$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E - Voting	22561830	22561830	100.00	22561830	NIL	100.00	NA
	Poll		NIL	NA	NA	NA	NA	NA
	Total		22561830	100		22561830	NA	100
Public Institutions	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	10459030	34.89	10459030	NIL	100.00	NA
	Poll		8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	NA	100
TOTAL		52540000	33029614	62.87	33029614	NA	100	NA



ORDINARY BUSINESS

P S Rao & Associates
Company Secretaries

Agenda Item No. 2

Declaration of Dividend

Details of Agenda

Declaration of Dividend of Rs.0.10/- per Equity Share of Rs.2/- each

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 $(3) = \frac{(2)}{(1)} \times 100$	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled $(6) = \frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 100$
		1	2	3	4	5	6	7
				$(3) = \frac{(2)}{(1)} \times 100$			$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E - Voting	22561830	22561830	100.00	22561830	NIL	100.00	NA
	Poll		NIL	NA	NA	NA	NA	
	Total		22561830	100	22561830	NA	100	NA
Public Institutions	E - Voting	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting	29978170	10459030	34.89	10459030	NIL	100.00	NA
	Poll		8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	100	NA
TOTAL		52540000	33029614	62.87	33029614	NA	100	NA



ORDINARY BUSINESS

Agenda Item No. 3

Details of Agenda

Resolution required

Mode of Voting

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

P S Rao & Associates
Company Secretaries

Re appointment of Mrs. Rama Sravanthi as a Director

Re appointment of Mrs. Rama Sravanthi as a Director

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 in Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
		1	2	3	4	5	6	7
				$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E - Voting	22561830	22561830	100.00	22561830	NIL	100.00	NA
	Poll		NIL	NA	NA	NA	NA	
	Total		22561830	100	22561830	NA	100	NA
Public Institutions	E - Voting	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting	29978170	10459030	34.89	10459030	NIL	100.00	NA
	Poll		8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	100	NA
TOTAL		52540000	33029614	62.87	33029614	NA	100	NA



ORDINARY BUSINESS

P S Rao & Associates
Company Secretaries

Agenda Item No. 4

Appointment of Statutory Auditors

Details of Agenda

Appointment of M/s. V N S S & Associates Chartered Accountants

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	4	5	6	7
				$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E - Voting	22561830	22561830	100.00	22561830	NIL	100.00	NA
	Poll		NIL	NA	NA	NA	NA	
	Total		22561830	100	22561830	NA	NA	100
Public Institutions	E - Voting	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	
	Total		NA	NA	NA	NA	NA	NA
Public Non Institutions	E - Voting	29978170	10459030	34.89	10459030	NIL	100.00	NA
	Poll		8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	NA	100
TOTAL		52540000	33029614	62.87	33029614	NA	100	NA



P S Rao & Associates
Company Secretaries

Re appointment of Mr. V. Atchyuta Rama Raju

Re appointment of Mr. V. Atchyuta Rama Raju to the office of Managing Director of the company

Special Resolution

Electronic Voting & Physical Poll at AGM

Yes (Mr. V. Atchyuta Rama Raju)

ORDINARY BUSINESS

Agenda Item No. 5

Details of Agenda

Resolution required

Mode of Voting

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

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{(2)}{(1)} \times 100$	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled $(6) = \frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 100$
		1	2	3	4	5	6	7
				$(3) = \frac{(2)}{(1)} \times 100$			$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E - Voting		10006710	44.35	10006710	NIL	100.00	NA
	Poll	22561830	NIL	NA	NA	NA	NA	NA
	Total		10006710	44.35	10006710	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		10459030	34.89	10459030	NIL	100.00	NA
	Poll	29978170	8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	100	NA
TOTAL		52540000	20474494	38.97	20474494	NA	100	NA



ORDINARY BUSINESS

Agenda Item No. 6

Details of Agenda

Resolution required

Mode of Voting

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

P S Rao & Associates
Company Secretaries

Re appointment of Mr. V. Rajam Raju

Re appointment of Mr. V. Rajam Raju to the office of Executive Director of the company

Special Resolution

Electronic Voting & Physical Poll at AGM

Yes (V. Rajam Raju)

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 in Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
		1	2	3	4	5	6	7
				$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E - Voting		16759330	74.28	16759330	NIL	100.00	NA
	Poll	22561830	NIL	NA	NA	NA	NA	NA
	Total		16759330	74.28	16759330	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		10459030	34.89	10459030	NIL	100.00	NA
	Poll	29978170	8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	100	NA
TOTAL		52540000	27227114	51.82	27227114	NA	100	NA



ORDINARY BUSINESS

P S Rao & Associates
Company Secretaries

Agenda Item No. 7

Appointment of Mr. V. Srinivas

Details of Agenda

Appointment of Mr. V. Srinivas to the office of Independent Director of the company

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	% of Votes against on votes polled
		1	2	3	4	5	6	7
				$(3) = \frac{(2)}{(1)} * 100$			$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E - Voting		22561830	100.00	22561830	NIL	100.00	NA
	Poll	22561830	NIL	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		10459030	34.89	10459030	NIL	100.00	NA
	Poll	29978170	8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	100	NA
TOTAL		52540000	33029614	62.87	33029614	NA	100	NA



ORDINARY BUSINESS

P S Rao & Associates
Company Secretaries

Agenda Item No. 8

Appointment of Mr. K.Venkata Krishna Rao

Details of Agenda

Appointment of Mr. K. Venkata Krishna Rao to the office of Independent Director of the company

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 3 = $\frac{(2)}{(1)} \times 100$	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled 6 = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled 7 = $\frac{(5)}{(2)} \times 100$
		1			4	5	6	7
Promoter and Promoter Group	E - Voting	22561830	22561830	100.00	22561830	NIL	100.00	NA
	Poll		NIL	NA	NA	NA	NA	NA
	Total		22561830	100.00	22561830	NA	100	NA
Public Institutions	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	10459030	34.89	10459030	NIL	100.00	NA
	Poll		8754	0.03	8754	NIL	100.00	NA
	Total		10467784	34.92	10467784	NA	100	NA
TOTAL		52540000	33029614	62.87	33029614	NA	100	NA

