



VAMA INDUSTRIES LIMITED

CIN: L72200AP1985PLC041126

Registered Office: Ground Floor, B-12, Madhura Nagar
Hyderabad – 500 038,

Ph: 040-66619919, Fax: 040-23708672

e-mail: investorservices@vama.co.in; website: www.vamaind.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- (i) Increase in the Authorised Share Capital from Rs.9 Crores to Rs.11 Crores
- (ii) Adoption of new set of Articles of Association
- (iii) Re-appointment of Mr. V. A. Rama Raju to the office of Managing Director of the Company
- (iv) Re-appointment of Mr. V. Rajam Raju to the office of Executive Director of the Company
- (v) Appointment of Mrs. R. Rama Sravanthi as Director of the Company
- (vi) Borrowing powers of the Board
- (vii) To create charge/mortgage on the assets of the Company
- (viii) Preferential issue of Equity Shares
- (ix) Preferential issue of Warrants

are proposed to be passed by the members through postal ballot/electronic voting (e-voting).

The proposed resolutions, along with the explanatory statement setting out the material facts concerning each item and the reasons thereto, are appended below and a Postal Ballot Form (the “Form”) is enclosed for your consideration.

The Board of Directors of the Company (the “Board”) has appointed Mr. Vikas Sirohiya, Company Secretary in Practise, as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed. The duly completed Form should reach the Scrutinizer not later than 17:00 Hours (IST) on 13th July, 2015 (Monday).

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions under the section ‘Instructions for shareholders voting electronically’.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of postal ballot forms and votes cast through e-voting. The result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on July, 15, 2015 (Wednesday) at the registered office of the Company and will also be displayed on the website of the Company at www.vamaind.com, besides being communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agent.

ITEM NO.1: INCREASE IN THE AUTHORISED SHARE CAPITAL

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, contained under the Companies Act, 2013, read with Rules there under, the Authorised Share Capital of the Company be and is hereby increased from Rs.9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“FURTHER RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, contained under the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby amended and replaced by the following Clause hereunder:

Clause V

The Authorized Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

“FURTHER RESOLVED THAT the Board of Directors / Director of the Company be and are hereby authorised severally to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

ITEM NO.2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association containing Article 1 to Article 121 be and is hereby substituted with revised set of Articles of Association containing Article 1 to Article 155 therein.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deed and things as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.3: REAPPOINTMENT OF MANAGING DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V to the Act (including statutory modification (s) or re-enactment thereof, for the time being in force) the reappointment of Mr. V.A Rama Raju (DIN: 00997493) as Managing Director of the Company for a period not exceeding 3 (Three) years, with effect from 1st August, 2015, at a remuneration of Rs.1.65 lacs per month as approved by the Nomination and Remuneration Committee and also by the Board of Directors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to increase or decrease the overall remuneration subject to the maximum limit of Rs. 2.00 lacs per month or make any variation(s), alteration(s), addition(s), deletion(s) to the aforementioned remuneration structure, as it may deem fit and proper, during the currency of tenure of Mr. V.A Rama Raju as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be required in this regard.”

ITEM NO.4: RE APPOINTMENT OF EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V to the Act (including statutory modification (s) or re-enactment thereof, for the time being in force) the reappointment of Mr. V. Rajam Raju (DIN: 01314420) as the Executive Director of the Company for a period not exceeding 3 (Three) years, with effect from 1st August, 2015, at a remuneration of Rs.1.5 lacs per month as approved by the Nomination and Remuneration Committee and also by the Board of Directors, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to increase or decrease the overall remuneration subject to the maximum limit of Rs. 2.00 lacs per month or make any variation(s), alteration(s), addition(s), deletion(s) to the aforementioned remuneration structure, as it may deem fit and proper, during the currency of tenure of Mr. V. Rajam Raju as the Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be required in this regard.”

ITEM NO.5: APPOINTMENT OF MRS. R. RAMA SRAVANTHI AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. R. Rama Sravanthi, who was

appointed as an Additional Director by the Board with effect from 01st March, 2015 and in respect of whom the Company has received a notice in writing from a member of the Company along with the deposit of requisite amount proposing the candidature of Mrs. R. Rama Sravanthi for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

ITEM NO.6: BORROWING POWERS OF THE BOARD

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession to the resolution passed earlier in this regard, but without prejudice to the validity of the transactions entered into by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions and rules thereunder, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow any sum or sums of money for the business of the Company, from time to time, in Indian or Foreign currency or both, whether by way of cash credit, advance or deposit, loans or bills discounting or otherwise, by whatever name called, or by way of issue of debentures/bonds or any other security(ies), from time to time from any Bank(s)/Financial Institution(s) or any other Institution(s), firms, body corporate(s) or other person(s), in India or abroad from any one or more of the Company’s Bankers and /or from any one or more other persons, firms, bodies corporate or financial institutions and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable, immovable including intangibles, or stock in trade(including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose but, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.50 Crores (Rupees Fifty Crores Only).”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to execute such deeds or debentures and debenture trust deed or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEMNO.7: TO CREATE CHARGE/MORTGAGE ON THE ASSETS OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession to the resolution passed earlier in this regard but without prejudice to the validity of the transactions entered into by the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions and rules thereunder, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall also include a Committee thereof) to mortgage and / or charge all or any of the Company’s assets and properties whether movable or immovable including intangibles, stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company by way of mortgage/charge for securing the repayment of any loan obtained or to be obtained from the banks, financial institutions or person or persons together with interest, costs, charges, expenses and any other money payable by the company for an amount not exceeding Rs.50 Crores (Rupees Fifty Crores Only).”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to execute such deeds or debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution”.

ITEM NO. 8: PREFERENTIAL ISSUE OF EQUITY SHARES

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, the Memorandum of Association and Articles of Association of Vama Industries Limited (the “Company”), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India [(including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”)] or any other competent authority, whether in India or abroad, from time to time, to the extent applicable, including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company’s equity shares are listed (the “Stock Exchanges”), and subject to the permissions,

consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, upto 12,20,000 equity shares of face value of Rs.10/- each (the “Equity Shares”) for cash at an issue price of Rs.30.00 (including a premium of Rs.20.00 per equity share), aggregating Rs.3,66,00,000/-, to the following persons, (hereinafter referred to as the “proposed Investors”) on a preferential basis (the “Preferential Issue”), at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion as detailed hereunder:

Sl. No.	Name	Maximum Number of Shares proposed to be issued & allotted	Rate per share (Amt in Rs.)	Aggregate Amount
1	2	3	4	5 (3*4)
1.	Anil Unnikrishnan	8,90,000	30.00	2,67,00,000
2.	Nitin Siddamsetty	3,30,000	30.00	99,00,000

RESOLVED FURTHER THAT the “relevant date” for the purpose of determining the issue price under SEBI Regulations for the said Preferential Issue shall be 15th June, 2015.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the proposed Investors within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory / statutory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank paripassu with the existing Equity Shares of the Company in all respects, including dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock in as provided under the SEBI Regulations.

RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing private placement offer letter in connection with the issue or allotment of aforesaid shares, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities.”

ITEM NO.9: PREFERENTIAL ISSUE OF WARRANTS

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42,62 and all other applicable provisions, if any, of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India, including without limitation, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Listing Agreement entered into with the stock exchange where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, (the GOI) the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India

("RBI"), the Ministry of Corporate Affairs (the "MCA") and the stock exchange where the shares of the Company are listed ("Stock Exchange") and subject to requisite approvals, consents, permissions and/or sanctions if any, of the GOI, the SEBI, the MCA, the Stock Exchanges and other appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 4,50,000 Warrants("Warrants") on a preferential basis to Mr. Anil Unnikrishnan, which shall be convertible / exercisable into equal number of equity shares of the Company at the option of the Warrant holder, in one or more tranches, at an issue/exercise price of Rs.30 per Equity Share not later than 18 months from the date of their allotment in accordance with the SEBI ICDR Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares, conversion or exercise of warrants.

RESOLVED FURTHER THAT the relevant date, as per the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted pursuant to the preferential allotment is fixed as 15th June, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon conversion / exercise of the Warrants by the Warrant holder(s).

RESOLVED FURTHER THAT the equity shares to be allotted upon exercise of Warrants shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things and execute such agreements, deeds and other documents including without limitation the private placement offer letter, with regard to the issue or allotment of aforesaid Warrants and issue or allotment of equity shares pursuant to exercise of the Warrants and listing of the equity shares to be allotted pursuant to exercise of Warrants with the Stock Exchange(s) as it may, in its absolute discretion, deem fit and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants and the utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, or other authorities or agencies involved in or concerned with the proposed issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company, without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute or has constituted in this behalf, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or to the Managing Director or Executive Director or any other officer or officers of the Company to give effect to the aforesaid Resolution."

By order of the Board of Directors
For Vama Industries Limited

Sd/-

Shilpa Kotagiri
Company Secretary

Place: Hyderabad

Date: 29th May, 2015

NOTES:

1. The statement pursuant to Section 102 of the Act, stating all material facts and the reasons for the proposals set above is annexed herewith.
2. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 05th June, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization as stated in the instructions for e-voting.
4. The Board has appointed Mr. Vikas Sirohiya, a Company Secretary in practice, as the scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
5. In compliance with Clause 35B of the Listing Agreement and Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
6. As per section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. This notice is being sent by e-mail to such members who have registered their e-mail IDs with depositories and through registered post to such members who have not registered their e-mail IDs. Members who receive postal ballot notice by e-mail but wish to vote through physical mode may download the form from www.evotingindia.com or from the "Investors" section on the Company's website www.vamaind.com.
7. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are provided hereunder.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17:00 Hours (IST)) on July 13, 2015 (Monday). Forms received after this date / time will be strictly considered as if no reply has been received from the Member.

9. **Instructions for shareholders voting electronically are as under:**

The voting period begins on June 13, 2015 (9:00 Hours) and ends on July 13, 2015 (17:00 Hours). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 5, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/ Depositories)

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 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.

(xviii) 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.

B. In case of members receiving the physical copy of postal ballot notice along with postal ballot form by post (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from S. No.(i) to S. No. (xvii) to cast vote

10. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of postal ballot forms and votes cast through e-voting. The result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on July 15, 2015 (Wednesday) at the registered office of the Company and will also be displayed on the website of the Company at www.vamaind.com, besides being communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agent.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No 1:

As detailed in the Explanatory Statement pertaining to Item Nos.8&9, hereunder, it is proposed to increase the paid up equity share capital of the Company.

As the members are aware, the existing Authorised Share Capital of the Company stands at Rs.9 Crores Only and Paid up Capital stands at Rs.8.238 Crores Only. In view of the proposed issue of 12.20 lacs equity shares and 4.5 lacs warrants, convertible into equity shares, the Authorised Capital of the Company needs to be raised to Rs.11 Crores Only.

Pursuant to the provisions of Section 13, 61 of the Companies, Act, 2013 read with Rules thereunder, any increase in the Authorised capital of the company requires approval of the members by way of Special Resolution.

Hence, the resolution is commended for your approval.

The copy of the Memorandum and Articles of Association of the Company will be open for Inspection at the Registered Office of the Company from 10.00 A.M. to 6.00 P.M. on all working days upto the date of the closure of e-voting period.

The Directors, key managerial personnel and their respective relatives may be deemed to be concerned or interested in the resolution by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

Item No.2:

The Articles of Association of the Company, as presently in force, are in accordance with the provisions of Companies Act, 1956. With the enactment of the Companies Act, 2013, most of the regulations contained in the Articles of Association of your Company have either become redundant or are not in tune with the provisions of the said Act. Under the Companies Act, 2013, draft Articles (in case of a Company limited by shares) are provided in Schedule F thereto.

In view of the aforesaid, it is proposed to replace the existing set of Articles of Association with a new set of Articles of Association containing regulations in accordance with the provisions of the new Act and the rules made thereunder.

The draft articles are available for your inspection at the Registered Office of the Company, at any time during the working hours on any working day till the closure of e-voting period. The same are also placed on the website of the Company. Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules,2014, any alteration to the

Articles of Association of the Company requires prior approval of shareholders by way of special resolution.

Hence, the Board recommends the resolution for your approval.

The Directors, key managerial personnel and their respective relatives may be deemed to be concerned or interested in the resolution by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

Item Nos. 3&4:

The members may note that the respective current tenure of offices of Mr.V.A Rama Raju (DIN: 00997493), as the Managing Director of the Company and that of Mr. V. Rajam Raju (DIN: 01314420) as the Executive Director of the Company expires on July31, 2015.

Keeping in view the dedicated contributions made, both by the Managing Director and by the Executive Director while discharging their responsibilities in their respective executive positions and also considering their indispensable position in the matrix of the Company, your Board felt that it was in the best interest of the Company to re-appoint Mr. V. A. Rama Raju as the Chairman and Managing Director and Mr. V. Rajam Raju as the Executive Director of the Company.

Accordingly, the Board of Directors at its meeting held on 29th May, 2015 re-appointed Mr. V. A. Rama Raju as the Chairman and Managing Director and Mr. V. Rajam Raju as the Executive Director of the Company for another term of 3 (three) years, w.e.f. 1st August, 2015 at a remuneration of Rs.1.65 lacs per month and Rs.1.5 lacs per month respectively, subject to your approval.

Further, the aforesaid proposed remuneration of Mr. V. A. Rama Raju as the Chairman and Managing Director and that of Mr. V. Rajam Raju as the Executive Director of the Company has been approved by the Nomination and Remuneration committee, however subject to your approval.

Pursuant to the provisions of Part II and Part III to Schedule V of the Companies Act, 2013, any such appointment of Director on whole-time basis carrying the aforesaid remuneration, (as detailed in the draft resolution at No.3 and 4), needs to be approved by the members by passing a Special Resolution.

Hence, the resolutions as set out under Item No.3 and 4 are recommended for your consideration and approval.

Mr. V. A. Rama Raju and Mr. V. Rajam Raju shall be deemed to be interested/concerned in the resolutions as set out under Item No. 3 and 4 of the Notice hereto.

Except as aforesaid, none of the Directors, Key Managerial Personnel and their relatives is interested in the said resolutions except to the extent of their shareholding in the Company.

Item No 5:

As the members may be aware, Mrs. R. Rama Sravanthi was co-opted on the Board as an Additional Director with effect from 01.03.2015, keeping in view the provisions of Section 149 of the Companies Act, 2013, read with Clause 49 of the Listing Agreement entered into with the Stock Exchange, which mandates every Listed Company to have a woman Director on its Board.

The tenure of office of Mrs. R. Rama Sravanthi as an Additional Director expires at the ensuing AGM. However, the Company has received a Notice in writing along with the deposit of Rs. 1,00,000 as required under Section 160 of the Companies Act, 2013 from one of its shareholders proposing the candidature of Mrs. R. Rama Sravanthi for the office of the Director of the Company whose office shall be determinable by retirement of Directors by rotation.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 any such proposal needs to be approved by the members by passing an Ordinary Resolution.

Hence, the Board recommends the resolution for your consideration and approval.

Mrs. R. Rama Sravanthi shall be deemed to be interested/concerned in the aforesaid resolution.

Except as aforesaid, none of the Directors, Key Managerial Personnel and their relatives is interested in this resolution except to the extent of their shareholding in the Company.

Item Nos. 6& 7:

The members may note that in view of the Companies Act, 2013, certain resolutions passed by the Company under the provisions of Companies Act, 1956 have been rendered redundant and needs to be passed pursuant to the provisions of new Act.

In this regard, the Board seeks authorization from the members to borrow monies from various sources and create charge / mortgage etc., on its assets (including the monies already borrowed) upto a maximum of Rs. 50 Crores.

Pursuant to the provisions of Sections 180 (1) (a) and 180 (1) (c) of the Companies Act, 2013, the Board ought to be authorised by the members.

Hence the resolution is commended for your approval.

The Directors, key managerial personnel and their respective relatives may be deemed to be concerned or interested in the resolution by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

Item Nos.8&9:

As the members are aware, your Company is engaged in sale of hardware products and providing IT and IT enabled services to its clients over the past years. The Company has been able to manage its financial requirements either by way of working capital facilities from Banks or its internal accruals and to some extent by way of raising additional capital (preferential issue during the FY 2014-15).

Your management aspires to further scale up the size of its business and increase its activities not only by way of expansion but also by way of diversifying into new areas related to the existing business of your company. Over the past few years your company has developed expertise in developing and maintaining high end Enterprise Hardware Solutions, Data Storage solutions, Data Centres and High Performance Cluster Computing to clients whose business demands secured and dedicated services. It has successfully completed Integrated Data Centre in the previous year. In this regard, your Company is expecting good business opportunities which will enable the Company to boost its revenues and profitability to a great extent.

In order to meet the financial requirements for the envisaged business opportunities, your management proposes to raise additional funds in the form of equity by issue of securities (presently equity shares and warrants) on preferential basis.

Pursuant to the provisions of Section 42/ 62 of the Companies Act, 2013, any issue of further shares or any other securities convertible into or exchanged with equity shares by way of preferential offer needs to be approved by the members by passing a Special Resolution.

Further, in terms of Regulation 73 of the SEBI ICDR Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General meeting:

i. THE OBJECTS OF THE PREFERENTIAL ISSUE (equity shares and warrants):

To meet the funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to the future expansion / diversification plan and general corporate purposes.

ii. PROPOSAL OF PROMOTERS /DIRECTORS /KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER :

Equity Shares & Warrants:

It is proposed to offer upto a maximum of 12,20,000 equity shares of Rs.10 each at a price of Rs.30 per share and upto 4,50,000 warrants convertible into equal number of equity shares to persons not forming part of promoter / promoter group. In view of the said, the promoters /directors /key management persons of Vama Industries Limited do not propose to subscribe to the said offer of equity shares.

iii. RELEVANT DATE :

The Relevant date for the purpose of calculation of price of the specified Securities (equity shares and warrants) is taken as 15th June, 2015, being 30 days prior to the effective date of passing of resolution by the members to, inter alia, approve the proposed preferential issue in accordance with the SEBI ICDR Regulations.

iv. BASIS OR JUSTIFICATION OF PRICE:

The issue price (i.e., Rs.30 per equity share / warrant) has been determined in accordance with Regulation 76 as stipulated under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time. **The proposed price of Rs.30 is not less than higher of the following:**

- a) The average of the weekly high and low of the closing prices of the related equity shares quoted on the BSE (the recognized stock exchange where the shares of the Company are listed) during the 26 weeks preceding the relevant date.

- b) the average of the weekly high and low of the closing prices of the related equity shares quoted on the BSE (the recognized stock exchange where the shares of the Company are listed) during the two weeks preceding the relevant date.

v. PAYMENT AND CONVERSION TERMS (Warrants):

25% of the price of the warrants (i.e., 25% of Rs.30 per warrant) is to be paid on or before the allotment of warrants. The balance 75% of the said price shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder. The warrants shall be converted into equity shares within a maximum period of 18 Months from the date of their allotment, in one or more tranches, at the option of the warrant holder, whereby he shall be allotted one equity share of Rs.10 each for every one warrant held by him. If the warrants holder fails to exercise the option to take equity shares against any of the warrants held by him, the consideration paid in respect of such warrant shall be forfeited by the Company.

The equity shares issued pursuant to an exercise of the Warrants shall rank paripassu in all respects including with respect to dividend with the then fully paid-up equity shares of the Company.

vi. IDENTITY OF THE PROPOSED ALLOTTEES :

a. Equity Shares

Sl. No.	Name	Category	No. of Equity Shares proposed to be allotted	Pre-preferential Issue shareholding		Post-preferential issue Shareholding (Proposed)	
				Total Number	% of holding	Total Number	% of holding
1.	Anil Unnikrishnan	Individual (Public)	8,90,000	Nil	NA.	8,90,000	8.47%
2.	NitinSiddamsetty	Individual (Public)	3,30,000	Nil	NA.	3,30,000	3.14%

b. Warrants

Sl. No.	Name	Category	No. of Equity Shares proposed to be allotted	Pre-preferential Issue shareholding		Post-preferential issue Shareholding (Proposed)	
				Total Number	% of holding	Total Number	% of holding
1.	Anil Unnikrishnan	Individual	4,50,000	Nil	NA.	13,40,000	12.75%

Notes & Assumptions:

1. that the outstanding 6,00,000 warrants (allotted on 08.10.2014) would be converted as per the terms of issue.
2. the proposed number of shares and warrants (in the current issue) will be subscribed fully / converted into shares.
3. considering 1 & 2 above, the Post-preferential issue Shareholding would stand at 1,05,08,000 shares of Rs.10 each.

vii. THE SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE :

Sl No.	Category	Pre preferential issue		Post preferential issue	
		No of Shares	%	No of Shares	%
(A)	Promoters Shareholding				
1.	Promoters (Indian) (Refer Note 1)	45,12,366	51.06	45,12,366	42.94
	Total Promoters shareholding (A) (Refer Note 1)	45,12,366	51.06	45,12,366	42.94
(B)	Public shareholding				
1.	Institutions	Nil	Nil	Nil	Nil
2	Non-Institutions				
(a)	Bodies Corporate	11,39,168	12.89	11,39,168	10.84
(b)	Resident Individuals	31,78,937	35.97	48,48,937 (Refer Note 2)	46.15
(c)	Overseas Corporate Bodies	Nil	Nil	Nil	Nil
(d)	NRI	3,119	0.03	3,119	0.03
(e)	Others	4,410	0.05	4,410	0.04
	Total Public Shareholding (B)	43,25,634	48.94	59,95,634	57.06
	Total (A) + (B)	88,38,000 (Refer Note 1)	100	1,05,08,000 (Refer Note 3)	100

Notes & Assumptions:

- that the outstanding 6,00,000 warrants (allotted on 08.10.2014) would be converted as per the terms of issue and upon such conversion the Total No. of shares would stand at 88,38,000.
- inclusive of the proposed issue of 12,20,000 equity shares and 4,50,000 warrants.
- that the proposed number of shares and warrants (in the current issue) would be subscribed fully / converted into shares and thus the Post-preferential issue Shareholding would stand at 1,05,08,000 shares of Rs.10 each.

viii. TIME WITHIN WHICH THE PREFERENTIAL ISSUE SHALL BE COMPLETED :

The allotment of the Equity Shares / Warrants, on preferential basis, will be completed within a period of 15 days from the date of passing of the relevant Special Resolution. Provided that where any approval or permission by any regulatory / statutory authority or the Central Government for allotment is pending, the allotment of the said securities shall be completed within 15 days from the date of such approval or permission.

ix. CHANGE IN CONTROL, IF ANY, IN THE COMPANY CONSEQUENT TO THE PREFERENTIAL ISSUE :

There shall be no change in control of the Company pursuant to the issue of equity shares / Warrants proposed to be allotted hereunder.

x. UNDERTAKING:

The Company shall re-compute the issue price(i.e., Rs.30 per equity share / warrant)in accordance with the SEBI ICDR Regulations, where it is required to do so.

Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee(s) within the time stipulated under the SEBI ICDR Regulations, the specified securities allotted shall continue to be locked in till the time such amounts are paid.

xi. ALLOTMENTS DURING THE YEAR:

The Company has not made any allotment on preferential basis or otherwise during the year.

xii. LOCK-IN :

The equity shares / warrants proposed to be issued / allotted hereunder shall be locked-in as per the provisions of Regulation 78 of the SEBI ICDR Regulations.

xiii. AUDITORS CERTIFICATE:

M/s. GV & CO., Chartered Accountants, Hyderabad the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the said Certificate will be open for Inspection at the Registered Office of the Company from 10.00 A.M. to 6.00 P.M. on all working days upto the date of closure of e-voting period.

The Directors, key managerial personnel and their respective relatives may be deemed to be concerned or interested in the resolution by virtue of and to the extent of shares held in the paid up share capital of the Company as its shareholder.

Information in respect of Directors seeking appointment / re-appointment as required under Clause 49 of the Listing Agreement:

Name of Director	Mr. V. A. Rama Raju	Mr.V. Rajam Raju	Mrs. R. Rama Sravanthi
Date of Appointment	December 07 , 2002	June 23, 2003	March 01, 2015
Date of Birth	April 06,1963	May 10, 1967	January 01, 1986
Expertise in specific Functional Area	Rich experience in Software, engineering and infrastructures	Rich experience in the field of operations, promotion of various IT & Related products and client relationship.	-
Educational Qualification	B.com.	B.E., M.E. (Mechanical) specialization in Production engineering.	Master of Physiotherapy
Directorship in other Companies	Vama Infrastructure Private Limited.	Vama Infrastructure Private Limited.	Nil
Membership / Chairmanship of committees of Board	Nil	Nil	Nil
Shareholding in Company as on 31.03.2015	20,61,024	11,60,500	-
Relationship between Directors inter-se	Brother of V. Rajam Raju, the Executive Director of the Company	Brother of V.A. Rama Raju, the Chairman & Managing Director of the Company	Nil

Statement pursuant to Section II of Part II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION

Nature of Industry	Service Industry		
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.		
Financial Performance	(Rs. in lakhs)		
	2014-15 (audited)	2013-14 (audited)	2012-13 (audited)
Financial parameters:			
Turnover (Rs. in lakhs)	4852.90	2317.84	2120.06
Net profit after tax	50.19	16.12	22.97
Amount of dividend paid	N.A	7.04	7.04
Rate of dividend declared / recommended	2%	1%	1%
Export Performance (Earnings in foreign currency)	91.30	212.67	291.44

II. INFORMATION ABOUT THE APPOINTEE

	Mr. V. A. Rama Raju	Mr. V. Rajam Raju
Background Details	Mr. V. A. Rama Raju, aged about 52 years is a commerce graduate from Andhra University. He is the promoter, Chairman and Managing Director of the Company. He has versatile interest in the business of software, engineering, and infrastructures. He also serves on the Boards of Vama Infrastructure Pvt. Ltd.	Mr. V. Rajam Raju, aged about 48 years has done his masters in mechanical engineering from the Maharaja Sayajirao University of Baroda, with a specialization in production engineering. He is one of the promoters of the Company and has been serving on its Board since 2003. He started his career with the engineering division of a process industry.
Past remuneration (Rs per annum)		
2014-15	19,80,000	18,00,000
2013-14	19,80,000	18,00,000
2012-13	19,80,000	18,00,000
Job profile and his suitability	As the Managing Director of the company he handles the overall responsibility for the strategy and operations of IT business in addition to finance solutions and communication.	He has executive responsibility for Vama's business operations. In addition he also oversees the relationships with clients
Remuneration proposed	Rs.1.65 lacs per month with a maximum ceiling limit of Rs.2.00 lacs per month.	Rs.1.50 lacs per month with a maximum ceiling limit of Rs.2.00 lacs per month.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Taking into consideration the size of the Company, the qualification and experience of Mr. V. A. Rama Raju and the profile being handled by him, the remuneration as mentioned above is on the conservative side as compared to the remuneration being paid to similar position in other Companies.	Taking into consideration the size of the Company, the qualification and experience of Mr. V. Rajam Raju and the profile being handled by him, the remuneration as mentioned above is on the conservative side as compared to the remuneration being paid to similar position in other Companies.

<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</p>	<p>In addition to the remuneration drawn by and proposed to Mr. V.A. Rama Raju, he has indirect pecuniary relationship with the Company during the F.Y. 2014-15, as follows:</p> <p>Name : Reliance Tea Pvt.Ltd Relation: Associate Nature of payment: Rent: Rs.1,80,000 Rent Deposits : 20,00,000</p> <p>Name : Mrs. V. Parvathi Relation: Wife Nature of Payment: Salary : Rs. 2,28,000</p> <p>Mr. V.A. Rama Raju is brother of Mr. V. Rajam Raju, the Executive Director of the Company.</p>	<p>Apart from the remuneration drawn by and proposed to Mr. V. Rajam Raju, he does not have any direct / indirect pecuniary relationship with the Company except to the extent and in the nature that he is brother of Mr. V.A.Rama Raju, the Chairman and Managing Director of the Company and .</p>
---	---	---

III. OTHER INFORMATION

<p>Reasons for loss or inadequacy of profits</p>	<p>The Company's business comprises of sales and services. Services are basically export of engineering services. Due to low margins at domestic level and uncertain global economy, the Company could not generate expected revenues and eventual profitability.</p>
<p>Steps taken or proposed to be taken for improvement</p>	<p>To overcome the present economic situation the Company has, interalia, taken following steps :</p> <ul style="list-style-type: none"> • The Company is exploring new markets/buyers in the international markets to increase the export sales. • The Company has taken various initiatives to save on the cost so as to improve the profit margin. • The Company is taking new initiatives to develop domestic business.
<p>Expected increase in productivity and profits</p>	<p>The Company is targeting an increase of 50% in the overall turnover and about 25-30% increase in operating profits as compared to previous year.</p>

IV. DISCLOSURES:

<p>Details of proposed Remuneration</p>	<p>Mr. V.A. Rama Raju</p>	<p>Mr. V. Rajam Raju</p>
	<p>Basic salary – Rs. 70,000 HRA – Rs. 28,000 Conveyance – Rs. 800 Medical Reimbursement – Rs. 1250 Special Allowance – Rs. 64,950</p>	<p>Basic salary – Rs. 70,000 HRA – Rs. 28,000 Conveyance – Rs. 800 Medical Reimbursement – Rs. 1250 Special Allowance – Rs. 49,950</p>

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract of the Memorandum of interest of Directors under the provisions of the Companies Act, 2013.

By order of the Board
FOR VAMA INDUSTRIES LIMITED

Sd/-
Shilpa Kotagiri
Company Secretary

Place : Hyderabad
Date : 29th May, 2015



VAMA INDUSTRIES LIMITED

CIN: L72200AP1985PLC041126

Registered Office: Ground Floor, B-12, Madhura Nagar, Hyderabad – 500 038,

Ph: 040-66619919, Fax: 040-23708672

e-mail: investorservices@vama.co.in; website: www.vamaind.com

POSTAL BALLOT FORM

Sl. No.:

1. Name and address of the sole/first named shareholder as registered with the Company

2. Name(s) of the joint shareholder(s), if any, registered with the Company

3. Registered folio No. / *Client ID No.
(*Applicable to shareholders holding shares in dematerialized form)

4. No. of equity shares held

I/we hereby exercise my/our vote in respect of Ordinary/Special resolution to be passed through postal ballot in connection with business stated in the postal ballot notice by recording my/our assent or dissent to the said resolutions by placing the (√) in the appropriate box below:

Item No.	Description	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Increase in the Authorised Share Capital from Rs.9 Crores to Rs.11 Crores			
2.	Adoption of new set of Articles of Association			
3.	Re-appointment of Mr. V. A. Rama Raju to the office of Managing Director of the Company			
4.	Re-appointment of Mr. V. Rajam Raju to the office of Executive Director of the Company			
5.	Appointment of Mrs. R. Rama Sravanthi as Director of the company			
6.	Borrowing powers of the Board			
7.	To create charge/mortgage on the assets of the Company			
8.	Preferential issue of Equity Shares			
9.	Preferential issue of Warrants			

Place:

Date:

(Signature of the shareholder/
authorized representative)

Notes:

- Last date for receipt of postal ballot form – July 13, 2015 (17:00 hrs)
- Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Vikas Sirohiya, Company Secretary at Ground Floor, B-12, Madhura Nagar Hyderabad – 500 038, Telangana State, India in the enclosed postage prepaid self-addressed envelope.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or as registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid.
- f) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e at 17:00 hrs (IST) on July 13, 2015. Postal Ballot Forms received after this date will be considered invalid and as if the reply from such member has not been received.
- g) Postal Ballot Form which is incomplete or unsigned or defective in any manner is liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) Member(s) is/are requested not to send any other paper along with the postal ballot form. They are also requested not to write anything in the postal ballot form except giving their assent/dissent and putting signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
- i) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars at bsshyd@bigshareonline.com or contact at 040-23374967 and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer not later than the close of working hours i.e at 17:00 hrs (IST) on July 13, 2015