



VAMA INDUSTRIES LIMITED

(CIN: L72200TG1985PLC041126)

Regd. Office: Ground Floor, 8-2-248/1/7/78/12, 13, Block-A, Lakshmi Towers, Nagarjuna Hills, Punjagutta, Hyderabad, Telangana – 500082
website: www.vamaind.com, E-mail: cs@vama.co.in

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India.

| VOTING STARTS ON | VOTING ENDS ON |
|--|--|
| 21 st April, 2023, at 9:00 a.m. (IST) | 20 th May, 2023, at 5:00 p.m. (IST) |

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 11/2022 dated 28th December, 2022 read with General Circulars No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, and other General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time in this regard (hereinafter collectively referred to as "MCA Circulars"), and the Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), in this regard to transact the special business as set out hereunder by passing Special Resolution, by way of electronic voting (remote e voting) .

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 14th April, 2023 ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company/ Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system. It may be noted that the General Circular No.17/2020 dated 13th April, 2020 issued by the MCA permits the Company to provide only e-voting facility to its members for the purpose of seeking their assent or dissent on the proposed business. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members.

The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company has appointed **Mr. Vikas Sirohiya, Practicing Company Secretary (Membership No. ACS:15116 and CP: 5246)**, as the Scrutinizer for conducting the voting process in a fair and transparent manner. He has communicated his willingness to act as Scrutinizer and will be available for the said purpose.

The voting through remote e-voting will commence on Friday, 21st April, 2023, at 9:00 A.M. (IST) and end on Saturday, 20th May, 2023 at 5:00 P.M. (IST). Immediately thereafter, the remote e voting module shall close and the members intending to cast their votes electronically shall not be able to do so beyond the said date & time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes'. References to postal ballot(s) in this Postal Ballot Notice, if any, include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the votes cast electronically. The results of the postal ballot through e voting process shall be announced at the Registered Office of the Company on or before 21stMay,2023. The result along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and on its website 'www.vamaind.com'. Further, the same will be intimated to the Stock Exchange and the RTA of the Company.

SPECIAL BUSINESS

PROPOSED RESOLUTION:

To approve the appointment of Ms. Shilpa Kotagiri (DIN: 09245806) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), Ms. Shilpa Kotagiri (DIN: 09245806), who was appointed as an Additional Director by the Board of Directors under section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective 24th February, 2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Ms. Shilpa Kotagiri (DIN: 09245806) to the office of Independent Director, who meets the criteria of independence as provided under

Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 24th February, 2023 as recommended by the Nomination and Remuneration Committee, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

By Order of the Board

Sd/-

Kallepally Bharath Kumar

Company Secretary

ACS 66824

Place: Hyderabad

Date: 19thApril, 2023

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through the process of remote e voting.
3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by Central Depository Services (India) Limited (CDSL) on the resolution set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s). Pursuant to General Circular No.17/2020 dated 13th April, 2020 and other circulars issued by the MCA in this regard, and decided by the Company, members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process.
4. The Postal Ballot Notice is uploaded on the website of the Company: 'www.vamaind.com' and on the website of Central Depository Services (India) Limited (CDSL): "www.evotingindia.com".
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 14th April 2023 (cut-off date) only by electronic mode. Physical copies of the Postal Ballot Notices, postal ballot forms and pre-paid business reply envelopes are not being sent to members.
6. The Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members may note that the Postal Ballot Notice will also be available on the Company's website, www.vamaind.com, on the website of the Stock Exchange, i.e. BSE Limited, www.bseindia.com and on the website of CDSL, www.evotingindia.com.

Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively. They may also contact the Company Secretary of the Company at cs@vama.co.in.
7. Dispatch of the Postal Ballot Notice will be completed by Thursday, 20th April, 2023.
8. The voting through remote e-voting will commence on Friday, 21st April, 2023, at 9:00 A.M. (IST) and end on Saturday, 20th May, 2023 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 14th April 2023, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as

passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.

10. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
11. The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized by him, and the resolution will be deemed to have been passed effectively on the last date of e-voting i.e. Saturday, 20th May 2023, subject to the requisite majority of the Shareholders had assented to the Resolutions.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
13. The documents, if any, referred to in the Notice / Statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of this Notice till Saturday, 20th May 2023.

14. Procedure and Instructions for E-Voting :

1. The voting period begins on 21st April, 2023, at 9:00 a.m. (IST) and ends on 20th May, 2023, at 5:00 p.m. (IST). 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 Friday 14th April, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants(DPs) in order to increase the efficiency of the voting process.
3. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
5. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after

sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting for Individual shareholders holding securities in demat mode.”

6. The details of the process and manner for remote e-voting and are explained herein below:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|----------------------|--------------|
| | |

| | |
|---|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p> | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or clickathttps://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit |

| | |
|--|---|
| | demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant company "**VAMA INDUSTRIES LIMITED**" on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the options "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.

- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@vama.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Andhra Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Other Instructions:

- a) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 14th April 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Friday, 14th April 2023 (i.e. the cut-off date). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b) In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of www.evotingindia.com (CDSL Website). You can also write to cs@vama.co.in or to our RTA at bsshyd1@bigshareonline.com .
- c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS “THE ACT”), THE RULES MADE THEREUNDER, AS APPLICABLE, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS “SEBI LISTING REGULATIONS”) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

To approve the appointment of Ms. Shilpa Kotagiri (DIN: 09245806) as an Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013:

Independent Directors are appointed on the Company’s Board for a term of five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee (‘NRC’) of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognise the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

To address such possible gaps created/to be created within the Board, the NRC prepares a criterion of preferred skills/qualifications and expected role of the prospective independent directors and evaluates the prospective candidates from a wide range of backgrounds who fits into the criteria. In line with this, the NRC has, over a period of time, perused through profiles of prospective independent directors. It strongly believes that Ms. Shilpa Kotagiri (DIN: 09245806) fits into the criteria of skills/qualifications in the areas of finance, governance and management.

The NRC and the Board are of the view that the association of Ms. Shilpa Kotagiri and her rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she possesses appropriate skills, expertise and competencies in the context of the Company’s businesses, particularly in the areas of economics, risk management, assurance, tax and advisory.

Accordingly, Ms. Shilpa Kotagiri was appointed as an Additional Director (Independent Category), by the Board of Directors at their Meeting held on February 24, 2023, for a term of five consecutive years with effect from February 24, 2023 to February 23, 2028, subject to the approval of members of the Company.

She possesses immense wealth of knowledge and expertise in her respective field and brings her vast and rich experience that would definitely help the Company to take itself to the next level of growth. Keeping the said in view, it will be in the best interest of the Company that the said Additional Director be appointed as Director on the Board of the Company.

The Company has received a Notice in writing from its member as required under Section

160 of the Act proposing the candidature of Ms. Shilpa Kotagiri for the office of Director of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting.

The Company has received requisite consent from Ms. Shilpa Kotagiri to act as an Independent Director, declaration to the effect that she is not disqualified in accordance with Section 164(2) of the Act, declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and a declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

In terms of Sections 149 and 152 and Schedule IV of the Companies Act, 2013, the Board is of the opinion that Ms. Shilpa Kotagiri, fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management as well

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Ms. Shilpa Kotagiri requires the approval of the members by way of a special resolution.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term upto 5 (Five) consecutive years on the Board of a company and such Director shall not be included in the total number of directors for calculating the number of directors who would retire by rotation.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Ms. Shilpa Kotagiri, as an Independent Director on the Board of the Company for a term of five consecutive years effective from February 24, 2023 to February 23, 2028.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Ms. Shilpa, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till Saturday, 20th May 2023.

Except Ms. Shilpa Kotagiri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Profile of Ms. Shilpa Kotagiri is available and can be accessed at www.vamaind.com.

Your Board of Directors recommend the Special Resolution for your approval.

PROFILE

Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure requirements and Regulation, 2015) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')

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|--|---|
| Name of the Director | Shilpa Kotagiri (DIN: 09245806) |
| Date of Appointment including terms and conditions of appointment | She was appointed as an Additional Director (Independent Category) of the Company on 24.02.2023 for a period of 5 years, subject to the approval of members in their General Meeting. |
| Date of first appointment on the Board | 24.02.2023 |
| Date of Birth | 19/09/1980 (Age: 42 years) |
| Expertise in Specific Functional areas | Being a member of the Institute of Company Secretaries of India, she has experience in handling secretarial and legal compliances in various Companies |
| Educational Qualification | Company Secretary (ICSI), B. A , LLB and LLM |
| Directorships in other Companies including listed companies | Terranative Lifestyle Private Limited |
| Membership / Chairmanships of committees of Other Boards (other than the Company) | Nil |
| Listed entities from which the appointed director has resigned in the past three years | Nil |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person | No remuneration other than Sitting Fee as decided by the Board of Directors |
| Shareholding in the Company as on date | Nil |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Shilpa Kotagiri possess good knowledge and expertise in finance & secretarial related areas that would definitely help the Company raise standards of Corporate Governance. |
| Relationship between Directors inter-se | Nil |
| Number of Meetings of the Board attended during the year | 1 meeting during FY 2022-23 |

By Order of the Board

Sd/-
Kallepally Bharath Kumar
Company Secretary
ACS 66824

Place: Hyderabad
Date: 19th April, 2023

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