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# VAMA INDUSTRIES LIMITED



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**Corporate Office :** Greendale, 2nd Floor, 7-1-24/2/D, Ameerpet, Hyderabad - 500 016, Telangana, INDIA. Ph. : +91-40-66845534, 23733810, Fax : +91-40-23733810, Website : www.vamaind.com, E-mail : services@vamaind.com

## PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF VAMA INDUSTRIES LIMITED HELD ON MONDAY, SEPTEMBER 26, 2016 AT 10:00 A.M. AT HOTEL INNER CIRCLE RAJ BHAVAN ROAD, SOMAJIGUDA, HYDERABAD – 500082

### MEMBERS PRESENT:

35 members were present in person

No members were present by Proxy

### DIRECTORS PRESENT:

- |    |                           |                              |
|----|---------------------------|------------------------------|
| 1. | Mr. V. Atchyuta Rama Raju | Chairman & Managing Director |
| 2. | Mr. V. Rajam Raju         | Executive Director           |
| 3. | Mr. R Venkateswara Rao    | Independent Director         |
| 4. | Mr. V. Rama Krishna Rao   | Independent Director         |
| 5. | Mr. K. Vara Prasad Raju   | Independent Director         |

### ALSO PRESENT:

- |    |                    |                   |
|----|--------------------|-------------------|
| 1. | Mr. Rohit Tibrewal | Company Secretary |
| 2. | Mr.G. Siva         | CFO               |

### BY INVITATION:

Mr. Vikas Sirohiya                      Scrutinizer  
(Partner, P.S Rao & Associates, Company Secretaries)

Mr. Grandhi Vittal                      Statutory Auditors  
(Proprietor, M/s G. V. & Co, Chartered Accountants)

The meeting commenced at 10:00 A.M. (IST) and concluded at 3.00 P.M. (IST)

1. Mr. Rohit Tibrewal welcomed the members to the 31<sup>st</sup> Annual General Meeting (AGM) of the Company and introduced the Directors, Auditors and others present in the meeting.

V. Atchyuta Rama Raju



2. Mr. V. Atchyuta Rama Raju, Chairman & Managing Director of the Company extended a warm welcome to all the persons present in the AGM. After ascertaining the presence of the requisite quorum, he called the meeting to order and commenced the proceedings. He further informed the meeting that, Mrs. R. Rama Sravanthi, Non-Executive Director, was not present at the meeting due to her preoccupation.
3. Mr. V. Atchyuta Rama Raju presented his addressed highlighting the business operations, future prospects, industry scenario etc.
4. The Company Secretary informed the members that the Register of Directors' Shareholding and other Statutory Registers were available for inspection by the members during the meeting.
5. With the consent of the members present, the Notice convening the 31<sup>st</sup> AGM was taken as read.
6. The Auditors were requested to read out their Report on the audited annual accounts of the Company for the financial year ended 31<sup>st</sup> March, 2016.  
  
Thereafter, Mr. Grandhi Vittal, Proprietor, M/s. G. V. Co, Chartered Accountants, the Statutory Auditor, read out the Auditors Report.
7. Thereafter, the Chairman invited the members to raise their queries, if any.
8. Members raised queries pertaining to financial performance and business operations of the Company.
9. Members also enquired about the proposed split in the face value of shares.
10. Few members complimented the management for its good work and also offered their suggestions for further improvement.
11. The Chairman took note of the same and along with the management team responded to the queries from members. He appreciated the faith reposed by the members in the management of the Company. He further assured to implement the positive suggestions from the members in the best possible manner.
12. The Company Secretary informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and amendments thereto, voting on business items of the AGM is being carried out through electronic means as well as through physical poll. He further informed that the remote e- voting process has been completed, for which Mr. Vikas Sirohiya, Company Secretary in Practise was appointed as the Scrutinizer by the Board. The Scrutinizer has submitted his Report to the Chairman. The results of the said e-voting will be declared in consolidation with the outcome of physical poll.

V. Atchyuta Rama Raju



He further informed that the Company has made necessary arrangements for voting through physical poll to such shareholders who did not cast their vote through electronic voting. The Company Secretary then explained the poll procedure to the members and noted that the members were in possession of the poll papers.

13. Thereafter, the business items as per the Notice of the AGM were taken up in chronological order.

The Company Secretary read out the business items and indicated the type of resolution required in each case:

**Item No.1**

Adoption of audited financial statements for the Financial Year ended 31<sup>st</sup> March, 2016, the Reports of the Board of Directors and Auditors thereon.

– proposed as Ordinary Resolution

**Item No.2**

Declaration of Dividend @ Rs.0.10 (1%) per equity share of Rs.10 each

– proposed as Ordinary Resolution

**Item No.3**

Re-appointment of Mrs. R. Rama Sravanthi, as Director of the Company liable to retire by rotation

– proposed as Ordinary Resolution

**Item No.4**

Ratification of the appointment of M/s G. V & Co., Chartered Accountants, as Statutory Auditors of the Company

– proposed as Ordinary Resolution

**Item No.5**

Approval of split of nominal value of the equity shares of the Company from Rs. 10/- per share to Rs 2/- per share

– proposed as Special Resolution

V. Atchayutha



**Item No.6**

Approval to the amendment of clause V of the Memorandum of Association of the Company.

– proposed as Special Resolution

14. The Company Secretary, then requested the members to fill up the Poll Papers and drop the same in the Ballot boxes provided for the said purpose. He requested the members to join for refreshments upon completion of voting. He also requested the members to reassemble after the break for the announcement of voting results.
15. The volunteers helped the members in filling up the Poll Papers. The members cast their vote and proceeded for refreshments.
16. After completion of voting, the Scrutinizer, in the presence of two witnesses, Mr. Raj Sekhar and Mr. Prashant. opened the Ballot boxes, segregated the valid and invalid votes and ascertained the votes cast in favour and against in respect of each resolution.
17. After the break, at the request of the Company Secretary, the members reassembled in the Meeting Hall. The Scrutinizer submitted his Report to the Chairman.
18. Based upon the Scrutinizers Report, the Chairman announced the Results in respect of each resolution as follows.

**Item No.1**

Adoption of audited financial statements for the Financial Year ended 31<sup>st</sup> March, 2016, the Reports of the Board of Directors and Auditors thereon.

- ***passed with requisite majority***

**Item No.2**

Declaration of Dividend @ Rs.0.10 (1%) per equity share of Rs.10 each.

- ***passed with requisite majority***

V. Atch  


**Item No.3**

Re-appointment of Mrs. R. Rama Sravanthi, as Director of the Company liable to retire by rotation

- *passed with requisite majority*

**Item No.4**

Ratification of the appointment of M/s G. V & Co., Chartered Accountants, as Statutory Auditors of the Company.

- *passed with requisite majority*

**Item No.5**

Approval of split of nominal value of the equity shares of the Company from Rs. 10/- per share to Rs 2/- per share

- *passed with requisite majority*

**Item No.6**

Approval to the amendment of clause V of the Memorandum of Association of the Company.

- *passed with requisite majority*

19. Upon the request of the Chairman, the Company Secretary extended vote of thanks.
20. The Chairman declared the meeting as concluded.

Place: Hyderabad  
Date: 27.09.2016

  
V. Atchyuta Rama Raju  
Chairman & Managing Director  
DIN – 00997493

