



**32nd
Annual Report
2016-17
VAMA INDUSTRIES LIMITED**

CONTENTS	PAGE
CORPORATE INFORMATION	3
MESSAGE FROM THE CHAIRMAN	5
NOTICE	6
DIRECTORS REPORT	15
ANNEXURES TO DIRECTORS REPORT	25
SECRETARIAL ADUIT REPORT	27
REPORT ON CORPORATE GOVERNANCE	61
INDEPENDENT AUDITOR'S REPORT	83
BALANCE SHEET	89
PROFIT & LOSS ACCOUNT	90
CASH FLOW STATEMENT	91
NOTES FORMING PART OF FINANCIAL STATEMENTS	93
 CONSOLIDATED FINANCIAL STATEMENTS	
INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS	117
CONSOLIDATED BALANCE SHEET	122
CONSOLIDATED PROFIT & LOSS ACCOUNT	123
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS	125
 ATTENDANCE SLIP	151
PROXY FORM	153
BALLOT FORM	155
ROUTE MAP	156

Corporate Information



Executive Directors

V. Atchyuta Rama Raju
V. Rajam Raju

Designation

Chairman and Managing Director
Executive Director

Non Executive & Independent Directors

V. Rama Krishna Rao
R. Venkateswara Rao
K. Vara Prasad Raju
R. Rama Sravanthi

Company Secretary & Compliance Officer

M K Bhaskara Teja

Statutory Auditor

GV & Co.
Grandhi Vittal
Chartered Accountants
#H.No 2159, Ananda Nilayam, Street No.3,
Vani Nagar Malkajgiri, Hyderabad – 500047.

Internal Auditor

V.N.S. Srinivas
Chartered Accountant
H. No. – 13-1-185/4, Sree Nilayam
Snehapuri Colony, Moti Nagar,
Hyderabad-500018.

Bankers

State Bank of India
HDFC Ltd
Corporation Bank

Registrar & Share Transfer Agents

M/s. Bigshare Services Private Limited
306, Right Wing, Amrutha Ville
Opp.Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad – 500 082.

Registered Office

Ground Floor, 8-3-191/147/24
Plot No. B-12, Madhura Nagar
S.R. Nagar[Post],
Hyderabad 500 038
Tel: +91 40 6661 5534 / 6661 9919
Fax: +91 40 2370 8672

Corporate Office at Hyderabad

Ground Floor, 8-2-248/1/7/78/12,13
Block-A, Laxmi Towers, Nagarjuna Hills,
Punjagutta, Hyderabad - 500082
Website : www.vamaind.com
email Id : investorservices@vama.co.in

Corporate Office at Mumbai

Office No: 619, 6th Floor,
Maker Chambers - V
Nariman Point,
Mumbai - 400021.

32nd Annual General Meeting

Date & Time : 25th September, 2017 at 10.00 A.M
Day: Monday
Venue: Hotel Innner Circle,
Raj Bhavan Road, Somajiguda,
Hyderabad – 082.

Secretarial Consultants

P.S Rao & Associates
Company Secretaries
Flat No: 10, 4th Floor # 6-3-347/22/2,
Dwarkapuri Colony, Panjagutta, Hyderabad– 082

Dates of Book Closure

From: 20th September, 2017 [Wednesday]
To: 25th September, 2017 [Monday]
(Both days inclusive)

Cut off Date

Date: 19th September, 2017 [Tuesday]

COMMITTEES OF THE BOARD

Audit Committee

Mr. V. Ramakrishna Rao	—	Chairman
Mr. R. Venkateswara Rao	—	Member
Mr. K. Vara Prasad Raju	—	Member

Nomination and Remuneration Committee

Mr. R. Venkateswara Rao	—	Chairman
Mr. V. Ramakrishna Rao	—	Member
Mr. K. Vara Prasad Raju	—	Member

Stakeholders Relationship Committee

Mr. R. Venkateswara Rao	—	Chairman
Mr. V. Ramakrishna Rao	—	Member
Mr. V.A. Rama Raju	—	Member

Risk Management Committee

Mr. V. Ramakrishna Rao	—	Chairman
Mr. V.A. Rama Raju	—	Member
Mr. V. Rajam Raju	—	Member

Message from the Chairman



Dear Fellow Shareholders,

Greetings!

On behalf of all my co-members on the Board, the management personnel and the employees, I take its privileged opportunity to present a brief synopsis of our Company's performance, its financial position, its industry positioning and the opportunities before it.

While I look into the hindsight, I get to remember our performance a couple of years back. Since then our Company has never looked back. The financial figures of 2015-16 have further strengthened for the FY 2016-17. In the Q1 of FY 2017-18, we have achieved a sales revenue of Rs.4162.58 lacs and an EBIDTA of 308.73 lacs. Our robust business structure coupled with timely execution has put us in a god position in the niche space of our operations.

During the year under review, we have set up a Wholly owned subsidiary in Singapore, which we feel will act as a catalyst in our efforts to tap the international business. We feel it will go a long way in delivering our overseas commitments and providing satisfactory services to our offshore clients. We have opened an office in New Delhi also. Further, we have also been bit more aggressive while bidding for government contracts back at home. In the year gone by, we have won two major turnkey projects from ISRO. We have been implementing projects all over India for Defence and Space sectors and are taking up turnkey projects.

As you are aware, our business has two segments:

- Software Development Services,
- Hardware Sales & Services.

In both the aforesaid segments, we have earned export revenues along with domestic turnover. In terms of break up between services revenue and sales revenue, I would mention that services segment contributed about 16% to the topline.

I hope our strategies will yield positive results in the ensuing years and we will be able to present better and better results before you.

I take this opportunity to assert to all my fellow shareholders that our company is at the threshold of a high growth path and the performance is bound to strengthen year upon year.

With this short message, I wrap up and wish all my fellow shareholders a very very successful financial year ahead.

Good luck

Sd/-

V. A. Rama Raju

Chairman and Managing Director

Hyderabad.

Notice

32nd Annual General Meeting



Notice is hereby given that the Thirty Second (32nd) Annual General Meeting [AGM] of the members of Vama Industries Limited will be held on Monday, 25th day of September, 2017 at 10.00 A.M at Hotel Inner Circle, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, to transact the following items of business :

ORDINARY BUSINESS

Item 1: Adoption of Financial Statement

To receive, consider and adopt the audited Financial Statement (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon.

Item 2: Declaration of Dividend

To declare final dividend (Rs. 0.10 per share) on equity shares for the financial year ended March 31, 2017.

Item 3: Reappointment of Director

To appoint a Director in place of Sri V Rajam Raju (DIN:01314420) who retires by rotation and being eligible offers himself for reappointment.

Item 4: Appointment of Auditors

To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, M/s. NSVR & Associates LLP Chartered Accountants, (Registration No. 008801S/S200060), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years, (in place of retiring Auditors G V & Co., Chartered Accountants) to hold the office as such from the conclusion of this 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of all out of pocket expenses incurred in connection therewith.”

SPECIAL BUSINESS:

Item 5: Increase in Borrowing Limits.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions / Rules, if any, contained under 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 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 securities from time to time from any bank/financial institution or any other institution, firm or body corporate or other person(s), in India or abroad, whether unsecured or secured by way of mortgage, charge, hypothecation or lien or pledge of the company’s assets and properties, whether movable, immovable, including intangibles or stock in trade (including stores, spare parts and components in stock or in transit) and all or any of the undertakings of 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 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.100 Crores (Rupees One Hundred Crores) only.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to execute such deeds, notes, deposit receipts and instruments or writings as may be required and to do all such acts, deeds, things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item 6: TO CREATE CHARGE/MORTGAGE ON THE ASSETS OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions / Rules, if any, contained under 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 constitute to exercise its powers including the powers conferred by this resolution) 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 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 or 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.100 Crores (Rupees One Hundred Crores) only.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to execute such deeds, notes, deposit receipts and instruments or writings as may be required and to do all such acts, deeds, things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By the Order of the Board
For Vama Industries Limited

Sd/-
M K Bhaskara Teja
Company Secretary
M. No. – A39542

19th August, 2017
Hyderabad

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. Member / Proxies / authorised representatives should bring the duly filled attendance slip to attend the meeting.
6. **The Register of Members and Share Transfer Books will remain closed from Wednesday,**

September 20, 2017 to Monday, September 25, 2017 (both days inclusive).

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours upto the date of the Annual General Meeting.
8. The dividend on Equity shares, if declared at the Meeting, will be dispatched / credited to those members whose names shall appear on the Company's Register of Members on Tuesday, September 19, 2017 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as beneficial owners as on that date.
9. Members, who hold shares in the dematerialized form and wish to change / rectify the account details, should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository Participants. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories.
10. Physical Shares – Payment of Dividend through NECS: Members holding shares in Physical form are advised to submit particulars of their Bank account viz. Name and Address of the Branch of the Bank, MICR code, type of account and account number to our Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, Hyderabad.
11. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to

submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form may submit their PAN to the Company / Big Share Services (P) Ltd.

13. Members who are holding Physical Shares in identical order of names in more than one folio are requested to send to the Company or to the Company's Share Transfer agent, the details of such folios together with the Share Certificates for consolidating their holding into single folio. The Share Certificates will be returned to the members after making requisite changes thereon.
14. Members who wish to claim Dividend, which has remained unclaimed are requested to either correspond with the Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (M/s. Bigshare Services Private Limited). Members are requested to note that dividends not encashed or not claimed within **Seven Years** from the date of transfer to the Company's Unpaid Dividend Account, will as per the Companies Act, 2013 shall be transferred to the Investor Education and Protection Fund (IEPF) of Government of India.
15. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all correspondence with the company.

Securities and Exchange Board of India [SEBI] vide circular ref No.MRD/Dop/CIR-05/2007 dated April 27, 2007 made PAN, the sole Identification Number for all participants transacting in the Securities Market, irrespective of the amount of transaction. In continuation to the aforesaid circular, it is hereby clarified that for Securities Market Transactions and off market/ private transactions involving transfer of shares of listed companies in Physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company/ RTA for registration of such Transfer of Shares.

16. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.

17. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.

18. Remote E-Voting

The items of business set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 19, 2017, i.e. the date prior to the commencement of Book Closure date, are entitled to vote on the resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at 9.00 A.M. on Friday, September 22, 2017 and will end at 5.00 P.M. on Sunday, September 24, 2017. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Vikas Sirohiya, Practicing Company Secretary (Membership. No. 15116 and C.P No. 5246) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

PROCEDURE FOR REMOTE E-VOTING:

The remote e voting period begins on Friday, September 22, 2017(9.00 A.M.) and ends on Sunday, September 24, 2017(5.00 P.M.). 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. September 19, 2017, may cast their vote electronically. The remote 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 remote 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 www.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: