



## 34th Annual Report 2018-19



**VAMA INDUSTRIES LIMITED**

<b>CONTENTS</b>	<b>PAGE No</b>
CORPORATE INFORMATION	3
MESSAGE FROM THE CHAIRMAN	4
NOTICE	5
DIRECTORS' REPORT	13
SECRETARIAL AUDIT REPORT	25
REPORT ON CORPORATE GOVERNANCE	61
INDEPENDENT AUDITOR'S REPORT	82
STANDALONE BALANCE SHEET	91
STANDALONE PROFIT & LOSS STATEMENT	92
STATEMENT OF CHANGES IN EQUITY	93
STANDALONE CASH FLOW STATEMENT	94
NOTES TO FINANCIAL STATEMENT	95
 <b>CONSOLIDATED FINANCIAL STATEMENT</b>	
 INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT	 127
CONSOLIDATED BALANCE SHEET	134
CONSOLIDATED PROFIT & LOSS STATEMENT	135
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	136
CONSOLIDATED CASH FLOW STATEMENT	137
NOTES TO CONSOLIDATED FINANCIAL STATEMENT	138
 ATTENDANCE SLIP	 171
PROXY FORM	173
ROUTE MAP	174



<b>Executive Directors</b> V. Atchyuta Rama Raju V. Rajam Raju	<b>Designation</b> Chairman and Managing Director Executive Director
<b>Non Executive &amp; Independent Directors</b> V. Srinivas K. V. Krishna Rao K. Vara Prasad Raju	<b>Company Secretary &amp; Compliance Officer</b> Vandana Modani  <b>CFO</b> G. Siva
<b>Non Executive Director</b> R. Rama Sravanthi	<b>Secretarial Consultants</b> M/s.P.S Rao & Associates Company Secretaries Flat No: 10, 4th Floor # 6-3-347/22/2, Dwarkapuri Colony, Panjagutta, Hyderabad- 082
<b>Statutory Auditors</b> M/s. V N S S & Associates., Chartered Accountants 158/B,7-1-277/429, Flat no: 102, Nandhi Villa, Beside Adarsha Bank, S R Nagar, Hyderabad-500038.	<b>Registrar &amp; Share Transfer Agents</b> M/s. Bigshare Services Private Limited 306, Right Wing, Amrutha Ville Opp.Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500 082.
<b>Internal Auditors</b> KCR & Associates Chartered Accountants 1-3-176/4/G/9, Gandhi Nagar, Kavadiguda, Hyderabad - 500080.  <b>Bankers</b> State Bank of India, Balkampet, Hyderabad Branch HDFC Bank Begumpet, Hyderabad Branch	<b>Registered Office</b> 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 Website : www.vamaind.com email Id : investorservices@vama.co.in
<b>Corporate Offices</b> 1. Ground Floor, 8-2-248/1/7/78/12,13 Block-A, Laxmi Towers, Nagarjuna Hills, Punjagutta, Hyderabad – 500082.  2. Office No: 619, 6th Floor, Maker Chambers - V Nariman Point, Mumbai - 400021.  3. 304, 3rd floor, Somdutt Chambers-II, 9, Bhikaji Cama Place, New Delhi - 110066.  4. House No. 6A,Ground Floor, 2nd Cross Jaladarshini Layout, Bangalore - 560094.	<b>34th Annual General Meeting</b> Date & Time : 25th September, 2019 at 10.00 A.M Day: Wednesday Venue: Hotel Innner Circle, Raj Bhavan Road, Somajiguda, Hyderabad – 082.  <b>Book Closure Period</b> From: 19th September, 2019 [Thursday] To: 25th September, 2019 [Wednesday] (Both days inclusive)  <b>Cut-off Date (for e -voting)</b> Date: 18th September, 2019 [Wednesday]

Dear Stakeholders,

Greetings!

This is indeed the time, I feel, for me and my team mates on the Board and other colleagues to share with all of you, the journey we have traversed during the year gone by. I take this privileged opportunity to present certain key glimpses of our Company's performance, its financial position, its industry positioning and the various opportunities before it.

When I peep into my previous year's message, I recollect statements made to you as regards our performance and the growth story thereon. The financial figures of 2018-19 shows a decreasing trend when compared to financial figures of 2017-18 mainly because of the economic slowdown, both at national as well as international level, coupled with various economic and political factors. This slowdown has led to a negative growth for the Company during the FY ended 31st March, 2019. Our business depends largely on government orders, especially defence sector. As you are aware, we were gripped with election mania for considerable part of the previous Financial Year, as we witnessed assembly elections and general elections that concluded during May 2019. In the said scenario, the government orders were kept largely on hold, which impacted our revenues during the Financial year under review.

However, in the backdrop of a stable government, at state as well as national level, we feel upbeat to state that financial year 2019-20 would be path breaking for the Company.

To have territorial reach, we have our offices in Bengaluru and New Delhi also. Our wholly owned Subsidiary in Singapore is running successfully. As the company has its presence at the national and international level, it helps the Company to bridge its gap between the Company and its Clients located overseas.

VAMA has increased the sales and marketing activities for the international market especially for the Engineering Services and ITES business. Vama is working on IOT Project with Machine to Machine Communication. We are confident that with the increase in sales and marketing activities, our international business will grow

VAMA has been implementing projects all over India for Defence and Space sectors and is taking up turnkey projects. Orders which were received from ISRO & CDAC during previous year are very significant to us and based on that, we shall expand our business in different territories in India.

We are confident that with the increase in sales and marketing activities, our international business will also grow on a sustained note. 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 would like to convey my sincere appreciation to the Board of Directors for their guidance.

I would also like to express my heartiest gratitude to all our stakeholders for their enduring faith in Vama

Good luck

Sd/-

**V. Atchyuta Rama Raju**  
Chairman and Managing Director  
(DIN : 00997493)

Hyderabad

# Notice

## 34th Annual General Meeting



Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting [AGM] of the members of Vama Industries Limited will be held on Wednesday, 25th day of September, 2019 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:

- a. the audited Financial Statement of the Company for the Financial Year 2018-19 together with the Report of the Board of Directors and the Auditors thereon; and
- b. the audited Consolidated Financial Statement of the Company for the Financial Year 2018-19 together with the Report of the Auditors thereon.

#### Item 2: Declaration of Dividend.

To declare final dividend of Re 0.02 per equity share ( i.e. 1%) to the shareholders for the financial year ended March 31, 2019.

#### Item 3: Re-appointment of Director.

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

### SPECIAL BUSINESS:

#### Item 4: Re-appointment of Mr. K.Vara Prasad Raju (DIN: 01607711), to the office of Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013:

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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K.Vara Prasad Raju (DIN 01607711), who was appointed as an Independent Director at the 29th Annual General Meeting of the Company, to hold his office as such for a consecutive period of 5 years, and who is eligible for re-appointment as such and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a second term of 5 consecutive years, commencing on 25th September, 2019."

By the Order of the Board  
For **Vama Industries Limited**

Sd/-  
**Vandana Modani**  
Company Secretary & Compliance Officer

24th August, 2019  
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 vote on poll, 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. Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, is attached herewith.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. 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.
5. 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.
6. Member / Proxies / authorised representatives should bring the duly filled in attendance slip to attend the meeting.
7. **The Register of Members and Share Transfer Books will remain closed from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive).**
8. Relevant documents referred to in the accompanying Notice and the Explanatory 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.
9. The dividend on Equity shares, if declared at the Meeting, will be dispatched / credited to those members whose names appear on the Company's Register of Members on the close of Wednesday, September 18, 2019 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.
10. Members, who hold shares in the dematerialized form and wish to change / rectify the bank 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.
11. 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 the Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, Hyderabad.
12. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent.
13. 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 / M/s Bigshare Services (P) Ltd.

14. 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.
15. 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. 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, shall be transferred to the Investor Education and Protection Fund (IEPF) of Government of India.
16. In terms of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, shall be transferred to IEPF Authority. Details of shares so far transferred to the IEPF Authority are available on the website of the Company. Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back therefrom.
17. 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] has mandated that securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Accordingly, the Company / the RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

18. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.
19. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) is attached herewith to the Notice.
20. Information in respect of Directors seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith to the Notice.

#### **21. 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 (Listing Obligations and Disclosure Requirements) 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 Wednesday, September 18, 2019, 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 Sunday, September 22, 2019 and will end at 5.00 P.M. on Tuesday, September 24, 2019. 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. 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 at 9.00 A.M. on Sunday, September 22, 2019 and will end at 5.00 P.M. on Tuesday, September 24, 2019. 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 18, 2019, 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](http://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](http://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:

For Members holding shares in Demat/ 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> <p>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.</p> <p>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.</p>
DOB	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.
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> <p>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).</p>

- (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 remote 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 remote 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](http://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: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy of Notice of AGM (for members whose e-mail address are not registered with the Company/Depositories):**

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

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not