

VEDAVAAG SYSTEMS LIMITED



**19th Annual Report
2016-2017**

19th ANNUAL GENERAL MEETING VEDAVAAG SYSTEMS LIMITED

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VEDAVAAG SYSTEMS LIMITED**19th ANNUAL GENERAL MEETING****Board of Directors :**

J. S. R. Durga Prasad	Chairman
J. Murali Krishna	Managing Director
V. Umapathi	Director (ceased to be director from 07-01-2017)
P. Srinivas	Director (Inducted from 07-01-2017)
Dr. G.T. Murthy	Director
B. Locabhiram	Director
J. Sujata	Director

Auditors:

Mahesh, Virender and Sriram
Chartered Accountants
6-3-788-36 & 37 A
Durga Nagar Colony
Hyderabad 500 016

Bankers:

Axis Bank Ltd
State Bank of India

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of VEDAVAAG SYSTEMS LIMITED will be held on Wednesday, 27th September 2017 at FTAPCCI Building, Redhills, Hyderabad-500004, Telangana at 2.30 P.M to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including the Balance Sheet as at March 31, 2017, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon including the Audited Consolidated Financial Statements of the Company and report of the Auditors thereon, for the financial year ended March 31, 2017.
2. To consider and confirm final dividend of Rs 0.90 per Equity Share of Rs 10 each to the shareholders for the financial year 2016-2017.
3. To appoint Auditors and to fix their Remuneration.

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

"RESOLVED THAT pursuant to Section 139,142 and other applicable provisions, if any, of the Companies Act 2013, and Company (Audit and Auditors) Rules, 2014 (including any Statutory modifications (or) re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit committee, M/s. Sastry & Shah, Chartered Accountants (Firm Registration No-003642S), be and hereby appointed as Statutory Auditors of the company in the place of retiring Statutory Auditors M/s. Mahesh, Virender & Sriram, to hold the office of Statutory Auditors of the Company till the conclusion of 20th Annual General Meeting (AGM), at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and Auditors."

SPECIAL BUSINESS

4. APPOINTMENT OF SRI. SRINIVAS PANNALA (vide DIN No:00018295) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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 section 149,150 and 152 of the Companies Act, 2013 and rules made there under, SRI SRINIVAS PANNALA (vide DIN No : 00018295), who was appointed as 'Additional Director' in the Board of the Company on 07.01.2017 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 ("the Act") read

with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose SRI SRINIVAS PANNALA as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment”.

5. APPROVAL FOR REVISION IN REMUNERATION OF MANAGING DIRECTOR:

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof) and pursuant to Articles of Association of the Company and as recommended by the nomination and remuneration committee and subject to such other consents, approvals and permissions if any needed, remuneration of Mr. J Muralikrishna, Managing Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2017 for the remaining period.

Consolidated Salary : An amount of Rs.4,50,000/- p.m. which includes the variable pay and perquisites.

Benefits over and above annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity as per company policy.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr.J Muralikrishna, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

6. RE-APPOINTMENT OF SRI JSR DURGA PRASAD AS DIRECTOR AND AS EXECUTIVE CHAIRMAN OF THE COMPANY AND FIXING OF REMUNERATION:

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 196, 197, 203 read with schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof) and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded to re-appoint Sri JSR Durga Prasad as Director and as Executive Chairman of the Company on a monthly remuneration of Rs5,00,000/- including variable pay and perquisites and on such terms and conditions here in after mentioned with effect from 1st October, 2017 for a period of five years.

Benefits over and above annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity as per company policy.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the remuneration of Mr. J.S.R. Durga Prasad, Executive Chairman is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard."

Date: 02/09/2017

Place: Hyderabad

For & on behalf of the Board of Directors

Vedavaag Systems Limited

J.MURALI KRISHNA

DIN : 0000016054

(Managing Director)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The proxy form duly completed and stamped must reach the registered office of the company not less than 48 hours before the time fixed for commencement of the meeting.
2. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting.
3. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
5. The register of members and share transfer books of the company in respect of equity shares will remain closed from Thursday 21st September 2017 to Wednesday 27th September 2017-(both days inclusive).
6. Members holding shares in the electronic form are requested to inform any changes in their address/bank mandate directly to their respective Depository Participants.
7. The dividend as recommended by the Board of Directors, if confirmed at the Annual General Meeting will be paid with in a period of 30 days to those members whose names appear as:
 - a) Beneficial Owners as on 21st Sept, 2017 on the lists of Beneficial Owners to be furnished by NSDL and CDSL and
 - b) Members in the Register of Members of the company after giving effect to valid share transfer in the physical form lodged with the company on or before 21st Sept,2017.
8. Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in Demat form are ,therefore, requested to submit PAN details to the Depository Participants with whom they have Demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents.(Venture Capital & Corporate Investments Pvt Ltd.)
9. Brief profile of Directors those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships

and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) regulations, 2015 annexed here with..

10. An Explanatory Statement as required under section 102 of companies Act 2013, in respect to Special Business is annexed hereto.
11. Relevant documents referred in notice are open for inspection by the members at the Registered office of the company, during business hours up to the date of the meeting.
12. Members who have not registered their email id addresses are requested to register their email addresses for receiving all communications including their annual report, notices, and circulars.
13. Voting through electronic means;
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - b. The instructions for e-voting are as under:

The instructions for members for voting electronically are as under: In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the "Character Displayed" Code 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. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*A Member who has not updated his PAN with the Company/Depository Participant is requested to use the first two letters of his name and the sequence number in the PAN Field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 <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 Resolutions.
- (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 changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **<https://www.evotingindia.co.in>** and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In the case of members receiving physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 24.09.2017 from 9.00 a.m. and ends on 26.09.2017 till 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 (record date) of 20.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to **helpdesk.evoting@cdslindia.com**.

The e-voting period commences on 24.09.2017 (9:00 am) and ends on 26.09.2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.