

VEDAVAAG SYSTEMS LIMITED

21ST ANNUAL REPORT 2018-19

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VEDAVAAG SYSTEMS LIMITED**21ST ANNUAL REPORT 2018-19****BOARD OF DIRECTORS**

Mr. J. Murali Krishna	Managing Director
Mr. B. Locabhiram	Independent Director (Ceased to be Director from 30/03/2019)
Mr. J. S. R. Durgaprasad	Director (Ceased to be Director from 05/07/2018)
Mr. G. T. Murthy	Independent Director
Mr. Srinivas Pannala	Independent Director
Mrs. J. Sujatha	Woman Director

STATUTORY AUDITORS

M/s. PARY & CO,
Chartered Accountants
Flat No-403, Ameer Estate, Block-A
Beside ICICI Bank, SR Nagar,
Hyderabad-500 038.

BANKERS

Andhra Bank
Axis Bank Ltd
State Bank of India

SECRETARIAL AUDITOR

Mr. Ch.Veeranjaneyulu
M/s. VCSR & Associates
Company Secretaries
Hyderabad

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Venture Capital and Corporate Investments Private Ltd
MIG-167, D. No. 12-10-167, Bharat Nagar Colony,
Hyderabad - 500 018.

NOTICE OF ANNUAL GENERAL MEETING

**To
The Members of
Vedavaag Systems Limited**

Notice is hereby given that the 21st Annual General Meeting of Your Company Vedavaag Systems Limited will be held on **30th September, 2019, Monday at 11:30 A.M.** at The Federation of Telangana Chambers of Commerce and Industry (Formerly Known as FTAPCCI), Red hills, Hyderabad-500004, to transact following Business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the Equity shares of the Company for the financial year 2018- 19.
3. To appoint a Director in place of Mrs. Sujatha Jonnavittula who retires by rotation and being eligible offers herself for reappointment .
4. To re-appoint M/s. PARY & Co as Statutory Auditors of the Company , to hold office from conclusion of 21st Annual General Meeting until the conclusion of 22nd Annual General Meeting and to authorize Board of Directors to fix their remuneration.

"RESOLVED THAT based on the recommendation of the audit committee and pursuant to the provisions Of section 139, 142 and all other applicable provisions of the companies Act 2013 read with companies (audit and auditor rules) 2014 and all other applicable rules made there under Companies Act 2013, M/s. PARY & Co be and are hereby re-appointed as statutory auditors to hold office from conclusion of 21st Annual General Meeting until the conclusion of 22nd Annual General Meeting on such terms and remuneration and expenses incurred in connection with the audit.

Date: 03-09-2019
Place: Hyderabad

By Order of the the Board of Directors
For VEDAVAAG SYSTEMS LIMITED

J. MURALIKRISHNA
Managing Director
DIN : 00016054

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (the "meeting" or "AGM")) is entitled to appoint a proxy to attend and vote in the poll instead of himself/herself and the proxy so appointed need not be a member of the Company.

A person can act as proxy on behalf of a maximum of fifty members whose aggregate holding does not exceed ten percent of the total share capital, carrying voting rights of the Company.

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. Corporate member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 (Act) authorizing their representatives to attend and vote on their behalf at the meeting.
3. Brief profile of Directors proposed to be appointed/re-appointed along with the names of the companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and other details as required under Secretarial Standard-2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished and forms part of the notice.
4. The registers i.e. Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Act respectively will be available for inspection to the members at the meeting.
5. The register of members and share transfer books of the Company will remain closed from -24th September 2019, Tuesday to 30th September 2019, Monday (both days inclusive), for the purpose of determining the entitlement of the member to the final dividend for the financial year 2018-19, if declared at the meeting.
6. The final dividend, if declared, shall be paid on or before the October 28th , 2019 to those members whose names appear in the register of members as on record date i.e 23rd September 2019,Monday - as per details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in the case of shares held in dematerialized form.
7. The copies of the Annual Report 2018-19 including the notice of the 21st Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting, attendance slip and proxy form are being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories for communication purposes. For members who have not registered their e-mail address, the aforesaid documents are being sent in the permitted mode.

8. Members may also note that the notice of the 21st Annual General Meeting, proxy form and the Annual Report 2018- 19 shall be placed on the Company's website www.vedavaag.com. The physical copies will also be available at the registered office of the Company for inspection during normal business hours on working days.
9. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, VentureCapital Investment private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
12. Members holding shares in physical form are requested
 - To advise any change in their address immediately to Venture Capital Investment Private Limited ("Registrar"), Hyderabad.
 - To update their Bank details already registered with the Company/Registrar, mandate form attached to this annual report may be filled and forwarded to the Registrar to enable the Company to remit the dividend through ECS.
 - To note that effective 05th December, 2018, SEBI mandated that the securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail the benefits of dematerialization, members holding shares in physical form are requested to dematerialize the shares held in physical form immediately.
13. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA/Depositories for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. 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 can submit their PAN to the Registrar.

15. Members seeking any information with regard to the financial statements are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
16. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
17. Voting through electronic means: In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to the members to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ('Remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide e-voting facilities. Instructions for e-voting are given below.
18. Voting at AGM: The facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right to vote at the meeting. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
19. The Board of Directors has appointed Mrs. D.Renuka, Practicing Company Secretary, (Membership No. ACS 11963 & CP No.3460) as a Scrutinizer to scrutinize the remote e-voting process and poll at AGM in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by the Chairman for counter signature.
21. The Results shall be declared by the Chairman or by an authorized person of the Chairman and the resolutions will be deemed to have been passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolutions.
22. After declaration of the results, the same shall be placed along with the Scrutinizer's Report(s) on the website of the Company www.vedavaag.com and communicated to BSE Limited where the shares of the Company are listed for placing the same on their website.

23. E-voting Instructions: The instructions and other information relating to e-voting are as under:

- a. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- b. Now click on "Shareholders" to cast your votes.
- c. Now fill up the following details in the appropriate boxes

For CDSL: 16 digits beneficiary ID
User ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 For Physical shares: Enter Folio Number registered with the Company

- d. Next enter the Image Verification as displayed and click on Login.
- e. 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.
- f. If you are a first time user, follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department.
	Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name in CAPITAL LETTERS followed by the last 8 digits of their Demat account number/Folio No., as the case may be, in the PAN field In case the Folio No. is less than 8 digits, enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar and Folio No. is 1, then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	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 for the said folio. If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank column.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Now select the Electronic Voting Sequence Number (EVSN) along with "Vedavaag Systems Limited" on the drop down menu and click on "SUMBIT".
- k. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. The option "YES" implies that you assent to the Resolution and Option "NO" implies that you dissent to the Resolution. Enter the number of shares (which represents number of votes) under "YES/NO" or alternatively you may partially enter any number in "YES" and partially in "NO", but the total number in "YES" and "NO" taken together should not exceed your total shareholding
- l. Click on the "RESOLUTION FILE LINK" if you wish to view the entire notice or resolution details. 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.
- m. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- n. 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.
- o. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- p. Note for Non - Individual Shareholders and Custodians
- q. Non-Individual shareholders (i.e. other than Individuals, HUF, N R I etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- r. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- s. 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.

- t. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- u. 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.
- v. In case you have any queries or issues regarding remote e-voting, please write an email to helpdesk.evoting@cdslindia.com. Members can also refer to Frequently Asked Questions ("FAQs") available under the "HELP" section on www.evotingindia.com.

Other Instructions

- I. The remote e-voting will commence on 27th September 2019, Friday-(09:00 a.m. IST) and ends on -29th September 2019, Sunday (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 23rd September 2019, Monday i.e. cut-off date 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 Member, he / she / it shall not be allowed to change it subsequently.
- II. 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 the cut-off date i.e., 23rd September, 2019, Monday. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date 23rd September, 2019 shall only be entitled to avail the facility of remote e-voting and voting at the meeting through ballot.
- III. Any person who becomes a member of the Company after the dispatch of the notice of the meeting and holding shares as on the cut-off date i.e., 23rd September 2019 may write to helpdesk.evoting@cdslindia.com or to the Company at info@vedavaag.com for User ID and password or follow the instructions in note no. 26 for casting their vote. If the member is already registered with CDSL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

Notice for shareholders/investors for unpaid dividends

- i) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years is to be transferred to Investor Education and Protection Fund. Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial Year	Date of Declaration of Dividend	Amount as on 31.03.2019 (In Rs.)	Due Date for transfer to IEPF
2016-17	02-09-2017	7,31,654	05-09-2024
2017-18	01-09-2018	6,39,411.5	03-09-2025

- ii) Members who have not encashed the dividend warrants so far in respect of the aforesaid periods are requested to send their claims, if any, to the company well in advance of the above due dates. Once the amounts in the unpaid dividend are transferred to the IEPF, no claim shall lie against IEPF or the company in respect thereof and the Members will lose their right to claim such dividend.