

VEDAVAAG SYSTEMS LIMITED

Ref. Office : 1-90-8/13, 103, West Block, Siri Sai Orchid, Madhapur, Hitech City,
Hyderabad, TELANGANA, INDIA - 500 081

Telephone : 040-40188140 Fax : 040-40188141 CIN : L72200TG 1998 PLC029240

Website : www.vedavaag.com email : info@vedavaag.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) rules, 2014.

To,

The Member(s) of Vedavaag Systems Limited

Sub: Passing Resolutions by Postal Ballot.

Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed by the members through postal ballot / electronic voting .

The Explanatory Statement pertaining to the resolution proposed in the notice along with postal ballot form is annexed herewith.

Members desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage-prepaid self-addressed Envelope. Postal Ballot Form(s), sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Saturday June 16th 2018 at 5.00 p.m. to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

Members desiring to exercise their voting rights through e-voting are requested to read the instructions provided in Notes under the section "voting through electronic means". Reference to postal ballots(s) in this Postal Ballot Notice includes votes casted electronically. Upon completion of the scrutiny of the Postal Ballot Forms (including e-voting), the Scrutinizer will submit his/her report to the Managing Director or any other Director of the Company. The results of Postal Ballot shall be declared on Tuesday 19th June, 2018 and communicated to BSE Limited and would also be displayed on the website of the Company, www.vedavaag.com.

ITEM-1:

To alter the main objects clause of the Memorandum of Association of the company and if thought fit, to pass with or without modification (s), the following resolutions as special resolution :

"RESOLVED THAT in accordance with the provisions section 4 and Section 13 and all other applicable provisions of Companies Act, 2013 read with rules and regulations made there

under or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the Memorandum of Association of the Company relating to its Objects be and is hereby altered by insertion of following new clauses III(A) (1) in place of existing sub clause (1) and adding two new clauses (4) and (5), namely.

1. To manufacture, buy, sell, lease, install, prepare for import, export, carry on research and development work, to design and implement, computer system and software, hardware products, web application software, alter, improve, manipulate, deal in all kinds of plant and machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the business which the company is authorized to carry on or usually dealt in by person engaged or company in such business in India and abroad.
2. To acquire, amalgamate or take over with or without consideration and carry on the business of managers, secretaries, and agents or managing agents by themselves or in partnership with others, of companies or partnership or concerns whose objects may be similar in part or in whole, to those of the company.
3. To Create, offer, buy, develop, promote, host, facilitate, support, the procurement, transmission, distribute, manufacture and sell products and services, sale and delivery of physical goods and its services, and offer various internet, mobile, and telecom based, portal or gateway services, applications and utilities managed and outsourced digital services, business intelligence, retailing, electrical & electronics goods and its related services, maintenance contracts, logistics and collateral management services and supply chain management services of food, Agri, electrical & electronics goods, financial inclusion services such as business correspondent and facilitation in banking, solicitation of insurance business and other services relating to it, housing finance, distributing and financing loans and advances, BPO, Market Surveys, Research and Counselling services, E-Government, Education, Health, Agriculture, Entertainment, offering relevant government to customers (G2C), Business to Customers (B2C), Business to Business (B2B) and other services through our company service agencies, network agencies, other associated channels, individual partners, or companies.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

ITEM-2:

Amendment(s) to other objects of Memorandum of Association of the Company and to bring contents of MOA in line with companies act 2013 and if thought fit to pass following resolution as special resolution.

“RESOLVED THAT pursuant to the provisions of the section 4,13 and other applicable provisions, if any, of the companies Act 2013 read with companies (incorporation) rules 2014 including statutory modifications or re-enactment thereof for the time being in force (the act) and subject

to necessary Approvals required under all applicable laws and regulations if any , the consent of the members of the company is hereby accorded to alter the existing Other objects of Memorandum of Association of the company by replacing Clause III(B) (4) (19)(33),(34), (35) of the Memorandum of Association of the company and merging Clause III (c) 6 of ancillary objects of the company with other objects .

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

Date: 29-03-2018

Place: Hyderabad

For & on behalf of the Board of Directors

Vedavaag Systems Limited

J. MURALI KRISHNA

DIN : 0000016054

(Managing Director)

1. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, May 11th 2018. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
2. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, May 11th 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
3. **Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
4. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms.
5. **The Company has appointed D.Renuka as Scrutinizer to conduct the postal ballot voting process in fair and transparent manner.**

The procedure with respect to **e-voting** is provided below:-

- (A) The company is pleased to offer e-voting facility for its members to enable them to cast their voted electronically. The procedure and instructions for the same are as follows.
 - (i) The Voting period begins on May 18th, Friday 2018 at 10.A.M and ends on June 16th Saturday, at 5.00P.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) 11th May 2018, may cast their vote electronically. The e-voting module shall be disabled By CDSL for voting thereafter.

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: 8Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the company 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, physical form.
PAN	<p>Enter your 10digit Alpha-numeric PAN issued by Income Tax department (applicable for both demat shareholders and as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their Pan with the company/Depository participant are requested to use the sequence number which is printed on address slip or send with email indicated in the PAN field.
DOB	Enter the date of Birth recorded in your demat account or in the company records for the said demat account or folio dd/mm/yyyy format.

(vii) After entering these details appropriately , click on "SUBMIT" tab.

(viii) Members holding their shares in physical form will then directly reach the company selection screen. However the members holding the 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.

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 evoting on the resolutions contained in this notice.

(x) Click on EVSN for the relevant <company name>on which you chose 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 .

(xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.

(xiii) After selecting the resolution you have decided to vote on , click onb "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 printout 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 and 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 and register themselves as corporate.
- A scanned copy of the registration form bearing stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using admin login and password. The compliance user would be able to link the account(s) for which they vote.

The list of account should be mailed to helpdesk.evoting@cdslindia.com and on approval Of accounts they would be able to cast their votes.

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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1:

Additions and Modification to the Main objects Clause of the company:

In the context of your Company's vision to expand its horizons in different sectors which has driven the Company's operations, diversification initiatives, the Board of Directors of your Company ('the Board') have recommended exploring and entering different verticals namely , The addition to the main objects of the company would benefit the company to leverage synergetic benefits by targeting different verticals.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item-2

Amendment(s) to other objects of Memorandum of Association of the Company and to bring contents of MOA in line with companies act 2013.

As per the provisions of section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer contain Other Objects Clause. However, the existing Memorandum of Association of the Company contains Other Objects Clause. In order to comply with Section 4 of the Act, it is proposed to alter Memorandum of Association of the Company by merging the Clause III (c)(6) Incidental Objects of the Memorandum of Association. and at the same time altering the existing Clause III(B) (4) (19) (33), (34), (35) of the Memorandum of Association of the company.

The Directors recommend the resolution(s) set out at item No.2 for your approval as Special Resolution (s) through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise.

The Board recommends this Special Resolution for your approval.

Date: 29-03-2018

Place: Hyderabad

For & on behalf of the Board of Directors

Vedavaag Systems Limited

J. MURALI KRISHNA

DIN : 0000016054

(Managing Director)

POSTAL BALLOT FORM

(Pursuant to section 110 of the Companies Act 2013)

S.NO.	PARTICULARS	DETAILS
1.	Name of the shareholder (In Block letters)	
2.	Name(s) of the Joint holders(s) if any(In Block Letters)	
3.	Registered address of the sole/First name shareholder	
4.	Registered Folio No/DPid/ Client ID.No.	
5.	No. of shares held	
6.	Email-id	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the notice dated **29-03-2018** of the M/s Vedavaag Systems Limited by sending my/our assent or dissent to the respective special resolutions by placing a tick in the appropriate box/column below.

Sr. No.	Description	No. of held shares	I/We assent to the resolution (FOR)	I/WE dissesnt to the resolution (AGAINST)
1.	To alter the main objects clause of the Memorandum of Association of the company and if thought fit ,to pass with or without modification (s), the following resolutions as special resolution :			
2.	Amendment(s) to other objects of Memorandum of Association of the Company and to bring contents of MOA in line with Companies' Act 2013 special resolution.			

Place :

Date:

(Signature of the Shareholder)

The company is pleased to offer all its members, e-voting facility as an alternative mode of casting their vote electronically, instead of sending the postal ballot forms to the scrutinizer. However e-voting is optional.

ELECTRONIC VOTING PARTICULARS

Electronic Voting even number	User Id	Password

The Postal ballot form should reach the scrutinizer before 16th June 2018. Please note that any Postal Ballot Form(s) after that date and time will be treated as not having been received.

Note: Please read the instructions printed overleaf carefully before exercising the votes.

INSTRUCTIONS

- (a) Members desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the **Scrutinizer, Mrs. D. Renuka**, in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his / her absence by the next named Member.
- (c) Assent must be accorded by placing a tick (st) mark in the column 'I / We assent to the Resolution (FOR)' or dissent must be accorded by placing a tick (./) mark in the column 'I / We dissent to the Resolution (AGAINST)'.
- (d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- (e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in the dematerialised form or in the certificate form, respectively. Unsigned Postal Ballot Forms will be considered invalid.
- (f) Postal Ballot Forms which are incomplete or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (g) Members seeking duplicate Postal Ballot Forms can write to info@vedavaag.com.
- (h) Members are requested not to send any other paper along with this Postal Ballot Form.
- (i) Completed Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours on Saturday, 16th June 2018.** Postal Ballot Forms received after this date will be considered invalid.

GENERAL INFORMATION

- (1) One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (2) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on **Friday, 11th May 2018** being the cut-off date.