

24/06/2020

To,  
BSE Limited,  
PJ Towers,  
Dalal Street,  
Mumbai-400001.

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March 2020.  
Scrip code :533056

Dear Sir,

Pursuant to Regulation 24A of SEBI(Listing Obligation and Disclosure Requirements)Regulations 2015 read with SEBI Circular CIR/CFD/CMD/1/27/2019 , we enclose herewith Annual Secretarial Compliance Report of the Company for the Year ended 31<sup>st</sup> March 2020.

This is for your information

Thanking You,  
For Vedavaag Systems Limited

HIMA  
BINDU  
HimaBindu DULIPALA  
Company Secretary

Digitally signed  
by HIMA BINDU  
DULIPALA  
Date: 2020.06.24  
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CIN: L72200TG1998PLC029240

103, West Block, Sirisai Orchid, Madhapur, Hitech City, Hyderabad – 500081. Telangana State, India  
[Tel: 040-40188140](tel:040-40188140), Fax: 040-40188141, [www.vedavaag.com](http://www.vedavaag.com)

**Secretarial Compliance Report**  
of  
**VEDAVAAG SYSTEMS LIMITED**  
For the Financial Year ended 31.03.2020

We, VCSR & Associates, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by M/s. **VEDAVAAG SYSTEMS LIMITED**, having its Registered Office at 1-90-8/13, B Block, 103, Sri Sai Orchid, Hi Tec City, Madhapur, Hyderabad, Telangana-500081, hereinafter referred to as "**the listed entity**",
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity.
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *No such cases*

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- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - *No such cases*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *No such cases*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *No such cases*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013- *No such cases*
- j) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016- *No such cases*

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 29(2) & 29(3) of SEBI (LODR) Regulations, 2015	Delay in furnishing prior intimation of meeting of Board of Directors	Violation of Regulation 29(2) & 29(3) of SEBI (LODR) Regulations, 2015

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



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S.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Delay in compliance of Regulation 29(2) & 29(3) of SEBI (LODR) Regulations, 2015 with regard to furnishing prior intimation of meeting of Board of Directors	Notice of non-compliance was served, requiring the company to pay a fine of Rs. 10,000/- by BSE.	The prescribed fee was paid to BSE on 24.06.2019.

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Offer to be given by the Promoters pursuant to Regulations 3(1) & 3(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Overall promoter holding exceeded the prescribed limit in the Financial Year 2018-19.	No action has been initiated	No action has been initiated by the Company with regard to offer.
2	Listing Approvals - Securities and Exchange Board of	Listing Applications has to be filed with the BSE.	The company has allotted shares through	As the company has allotted shares through the conversion of

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<p>India (Issue of Capital and Disclosure Requirements) Regulations, 2018;</p>	<p>the conversion of convertible Warrants during the year 2018-19. The Company has filed 7 listing applications. The listing applications has been rejected due to late follow up. Again the Company has applied filing fee application the same were approved by the BSE. The Company in the process of filing remain applications.</p>	<p>convertible Warrants during the year 2018-19 and the listing applications has been rejected due to late follow up, out of 7 rejected applications the company received listing approval for 5 applications and company is in the process of filing remaining applications.</p>
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Place: Hyderabad  
Date: 24.06.2020

For VCSR & Associates  
Company Secretaries

  
(Ch. Veeranjanyulu)  
Partner



M No. F6121, C P No.: 6392