

VEDAVAAG SYSTEMS LIMITED

CIN: L72200TG1998PLC029240

Registered office: 1-89/G/113 NR, 3rd Floor Park View, Gafoor Nagar, Madhapur, Hyderabad, Shaikpet, Telangana,
India, 500081

Contact: +91 70324 95959

Email: jmkrishna@vedavaag.com www.vedavaag.com

Date: 21.08.2024

To

BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400001

Scrip Code: 533056

ISIN No. INE359B01010

Dear Sir/Madam,

Sub: Notice for the Extra- Ordinary General Meeting of the Company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for the 1st Extra-Ordinary General Meeting of the Company for the financial year 2024-25 scheduled to be held on Friday, 13.09.2024 at 2.30 P.M. at the Surana Auditorium, The Federation of Telangana Chamber of Commerce and Industry, Red Hills (FTCCI), Hyderabad - 500004.

Further, 06.09.2024 is fixed as the cut-off date for e-voting in connection with the Extra-Ordinary General Meeting of the Company

Thanking you.

Yours sincerely,
For Vedavaag Systems Limited

Vamsi Sessa Sai Ivaturi
Company Secretary and Compliance Officer

Encl. as above

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF VEDAVAAG SYSTEMS LIMITED FOR THE FINANCIAL YEAR 2024-25 WILL BE HELD ON FRIDAY, THE 13TH DAY OF SEPTEMBER, 2024 AT 2:30 P.M. AT THE SURANA AUDITORIUM, THE FEDERATION OF TELANGANA CHAMBER OF COMMERCE AND INDUSTRY, RED HILLS (FTCCI), HYDERABAD - 500004, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. Increase in the Authorised Share Capital and consequent alteration of the capital clause in the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the Company be and is hereby increased from Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Rupee Ten Only) each to Rs. 32,00,00,000 (Rupees Thirty-Two Crores Only) divided into 3,20,00,000 (Three Crores and Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:"

“V. The Authorized Share Capital of the Company is Rs. 32,00,00,000 (Rupees Thirty-Two Crores Only) divided into 3,20,00,000 (Three Crores and Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.”

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution

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including signing and execution of all such necessary documents as may be required in this regard.”

2. To issue convertible warrants on preferential basis to certain identified promoters and non-promoter persons/entities:

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares including warrants and other applicable regulations of SEBI, if any; and other rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“**SEBI**”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“**BSE**”) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board be deemed shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, Issue and Allot in one or more tranches not exceeding 79,89,000 (Seventy Nine Lakhs and Eighty Nine Thousand Only) convertible warrants to the promoters and non-promoters together as mentioned in the explanatory statement (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of

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Rs. 63/- each and the said warrants are liable to be converted into 79,89,000 equity shares at an issue price of Rs. 63/- per share (including a premium of Rs. 53/- per share) aggregating upto Rs. 50,33,07,000 (Rupees Fifty Crores Thirty-Three Lakhs and Seven Thousand Only) on such other terms and conditions as may be determined by the Board.”

“RESOLVED FURTHER THAT the pricing of the convertible warrants to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of convertible warrants is 14.08.2024 i.e., thirty days prior to the date on which this Extra Ordinary General Meeting is held in terms of Sections 23, 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the resultant equity shares issued on conversion of warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on conversion of warrants during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company upon exercise of the option in the Warrants held by the Warrant holder(s).”

“RESOLVED FURTHER THAT the resultant Equity Shares allotted on conversion of warrants in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of warrants, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the allotment of aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.

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- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and
- In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.”
- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders’ resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

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- The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the resultant equity shares on conversion of warrants and make an application to the Depositories for admission of the said warrants and resultant equity shares on conversion of warrants.”

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“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of warrants and resultant equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board
Vedavaag Systems Limited**

Sd/-

**Place: Hyderabad
Date: 17.08.2024**

**Vamsi Sessa Sai Ivaturi
Company Secretary and Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS, 2015

Item No. 1:

In order to accommodate the resultant shares to be allotted on conversion of warrants on preferential basis and future requirements, the Board of Directors at their meeting held on 17.08.2024 have decided to increase the existing Authorized Share Capital from Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Rupee Ten Only) each to Rs. 32,00,00,000 (Rupees Thirty-Two Crores Only) divided into 3,20,00,000 (Three Crores and Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Special Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in authorised share capital.

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None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

Item No. 2:

The Special Resolution as mentioned in the notice proposes to authorize the Board of Directors to issue and allot not exceeding **79,89,000 convertible warrants** at an issue price of Rs. 63/- each on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the convertible warrants as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 25,00,000 convertible warrants to the Promoters and Promoters group and 54,89,000 convertible warrants to the Non-promoters aggregating to 79,89,000 convertible warrants at an issue price of Rs. 63/- each.

Financing future growth opportunities & working capital requirements of the Company - Not less than Rs. 37,74,80,250/- and

To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 12,58,26,750/-

Any amount in excess unutilized portion of the receipt under general corporate purpose will be utilized by the Company for meeting its working capital requirement.

The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilized, whichever is later. The Company pending utilization

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of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits in the name of the Company with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939 or with Non-Banking Financial Companies (NBFCs) governed by Reserve Bank of India.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 17.08.2024 has approved to issue not exceeding **79,89,000** convertible warrants at an issue price of Rs. 63/- each aggregating up to Rs. 50,33,07,000 (Rupees Fifty Crores Thirty-Three Lakhs and Seven Thousand Only), subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

25,00,000 Convertible Warrants shall be issued to Mrs. Sujata Jonnavittula, Promoter of the Company and Mrs. Annapurna Jonnavittula, belonging to the promoter group who have given their consent to subscribe for above mentioned convertible warrants. Except them, no other promoter and their relatives, KMPs and the Directors and their relatives are participating in the preferential allotment.

The Company will take necessary steps to obtain the required approvals from BSE Limited or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants convertible into equity shares.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the proposed warrants are converted into equity shares):

Sl. No	Category	Pre Issue Holding			Post Issue Holding* (assuming full conversion)	
		No. of Equity shares	% of shares	Proposed Issue Warrants	No. of shares	% of Shares
A	Promoter Shareholding					
1	Individuals /HUF	82,49,279	35.98	25,00,000	107,49,279	34.77

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2	Body Corporate/Trust	--	--	--	--	--
	Sub-Total (A)	82,49,279	35.98	25,00,000	107,49,279	34.77
B Public Shareholding						
1	Institutions					
	A. Domestic	0	0.00	0	0.00	--
	B. Foreign	0	0.00	0	0.00	--
2	Central Government/ State Government(s)/ President of India	0	0.00	0	0.00	--
3	Non-Institutions					
i.	Directors and their relatives	46,600	0.20	--	46,600	0.15
ii.	Bodies Corporate	2,61,256	1.14	50,000	3,11,256	1.01
iii.	Individuals and HUF	1,41,98,774	61.93	44,39,000	1,86,37,774	60.29
iv.	FPI (Category III)	--	--	10,00,000	10,00,000	3.23
v.	NRI	1,69,041	0.74	--	1,69,041	0.55
vi.	LLP	--	--	--	--	--
vii.	Clearing member	50	0.00	--	50	0.00
	Sub-Total (B)	1,46,75,721	64.02	54,89,000	2,01,64,721	65.23
	Grand Total (A+B)	2,29,25,000	100.00	79,89,000	3,09,14,000	100.00

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* The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company.

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- a. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- b. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- c. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- d. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and

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proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished herein below are the ultimate beneficial owners of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue

PRE-ISSUE HOLDING				POST ISSUE HOLDING ON CONVERSION		
Identity of proposed Preferential allottees		Pre issue holding	% of shares	Warrants proposed to be allotted	No. of Shares after conversion	% of shares on conversion *
PROMOTERS (pre-issue)				PROMOTERS (post-issue)		
1.	Sujata Jonnavittula	65,607	0.29	12,50,000	13,15,607	4.26
2.	Annapurna Jonnavittula	--	--	12,50,000	12,50,000	4.04
NON –PROMOTERS (pre-issue)				NON-PROMOTERS (post-issue)		
3.	Seethepalli Divyasmriti	900	0.00	10,00,000	10,00,900	3.24
4.	Swetha Hariharan Katepalli	--	--	10,00,000	10,00,000	3.23
5.	Arwa Umesh	--	--	10,00,000	10,00,000	3.23
6.	Saint Capital Fund	--	--	10,00,000	10,00,000	3.23
7.	Naga Raja Rao Somanchi	--	--	3,00,000	3,00,000	0.97
8.	Rama Bruhaspathi Pottukuchi	--	--	2,50,000	2,50,000	0.81
9.	Kumar Rama Seshu R	--	--	2,50,000	2,50,000	0.81

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10.	Kotagiri Prathima	--	--	2,00,000	2,00,000	0.65
11.	Srinivasa Murthy Jonnavithula	14,843	0.06	1,08,000	1,22,843	0.40
12.	Chaitanya Ram Nimmagadda	20	0.00	1,00,000	1,00,020	0.32
13.	Ghadiyaram Sumanth	--	--	50,000	50,000	0.16
14.	Ghadiyaram Sandeep	--	--	50,000	50,000	0.16
15.	I-Power Solutions India Limited	--	--	50,000	50,000	0.16
16.	Araveni Vikram	--	--	25,000	25,000	0.08
17.	Valluri Venkata Bindu Madhavi	9070	0.04	10,000	19,070	0.06
18.	Manish Kumar	11	0.00	5,000	5,011	0.02
19.	Shubham Saurabh	--	--	5,000	5,000	0.02
20.	Radhakishan Madarapu	--	--	5,000	5,000	0.02
21.	G B L N Sastry	500	0.00	5,000	5,500	0.02
22.	Raheemuddin Mohammad	--	--	5,000	5,000	0.02
23.	Raveendra Muvva	100	0.00	5,000	5,100	0.02
24.	Damanjeet Singh	--	--	5,000	5,000	0.02
25.	Mukesh Kumar	--	--	5,000	5,000	0.02

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26.	Raju Bandoliya	--	--	5,000	5,000	0.02
27.	Sujit Ranjan Mishra	1	--	6,000	6,001	0.02
28.	Manohar Kumar	--	--	5,000	5,000	0.02
29.	Chandan Kumar Jaiswal	--	--	5,000	5,000	0.02
30.	Rajesh Kumar Pandey	--	--	5,000	5,000	0.02
31.	Lahu Shrirang Kadam	55	0.00	5,000	5,055	0.02
32.	Nitesh Shankar Patil	--	--	5,000	5,000	0.02
33.	Ahmar Hussain	--	--	5,000	5,000	0.02
34.	MD Hasim Ansari	--	--	5,000	5,000	0.02
35.	Aman Kumar	--	--	5,000	5,000	0.02
36.	K Uday Kiran	--	--	5,000	5,000	0.02

* Assuming all the Warrants issued pursuant to this issue are converted into equity shares of the Company.

Further, the ultimate beneficiary of the following allottees are:

Sl. No	Name of the proposed Allottee	Name of the Ultimate Beneficial Owner
1	Saint Capital Fund	Mr. Mayank Mahavirprasad Agarwal
2	I-Power Solutions India Limited	Not applicable as it is a listed company

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Registered office: 1-89/G/113 NR, 3rd Floor Park View, Gafoor Nagar, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081

Contact: +91 70324 95959

Email: jmkrishna@vedavaag.com www.vedavaag.com

Change in control: As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the warrants shall continue to be locked-in till the time such amount is paid by the warrant holder.

(VIII) Practicing Company Secretary Certificate:

Certificate from M/s. Vivek Surana & Associates, Practicing Company Secretary confirming that the proposed issue of convertible warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the web link www.vedavaag.com.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the Convertible Warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 14.08.2024, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 13.09.2024).

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which convertible Warrants shall be allotted shall not be less than higher of the following:

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- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The issue price of Rs. 63/- per warrant has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE Limited during the 90 trading days (Rs. 56.98/-) / 10 trading days (Rs. 62.82/-) preceding the relevant date. A Certificate is obtained from the Practicing Company Secretary confirming that the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.vedavaag.com>

Name and Address of Valuer who performed Valuation:

CA Gopavarapu Murali Reddy, Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/02/2019/11566

Address: 507, Everest Block, Aditya Enclave, Ameerpet, Hyderabad 500038, Telangana
Email: muraligopavarapu@gmail.com Mobile: +91 8885928406

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange, if required.

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(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

(XIII) Lock-in Period:

The convertible warrants and resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per regulation 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing:

The Company will make an application to BSE Limited at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

(XVI) Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVII) Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.

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2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

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(XVIII) Monitoring Agency:

Since the issue size is less than Rupees One Hundred Crores, the appointment of Monitoring Agency is not applicable to the Company.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mr. Murali Krishna Jonnavittula, Managing Director and Mr. Ananth Jonnavittula, Mrs. Sujata Jonnavittula, Directors of the Company and their relatives, no other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

**By Order of the Board
Vedavaag Systems Limited**

Sd/-

**Vamsi Sesha Sai Ivaturi
Company Secretary and Compliance Officer**

Place: Hyderabad

Date: 17.08.2024

Notes:

1. A member is entitled to attend, and vote is entitled to appoint proxy, the proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Dispatch of Notice of the Extra Ordinary General Meeting through Electronic mode: In terms of the Ministry of Corporate Affairs ("MCA") Circular the Notice calling the EGM has been uploaded on the website of the Company at www.vedavaag.com.
4. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at <https://www.bseindia.com/>. The Notice is also available on the website of e-voting agency NSDL at the website address <https://www.evoting.nsdl.com>. The Notice of EGM is being sent in electronic mode to Members whose e-mail address is registered

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with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of Notice of the Extra Ordinary General Meeting). Members who are holding shares in physical mode and who have not registered/updated their email id address with the company are requested to register/update the same by writing to the Company's RTA with folio number attaching self-attested copy of Pan card and a photocopy of blank cancelled cheque of their bank account at investor.relations@vccipl.com or to info@vedavaag.com. Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") since the shares are held by them in electronic form. Special attention is drawn on Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities with reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_PoD-1/P/CIR/2023/37 dated March 16, 2023; the communication has been sent to all the physical shareholders on their latest available address.

5. The Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorising their representative to attend and vote on their behalf at their meeting.
6. Members who hold shares in physical form can nominate a person in respect of all shares held by them singly or jointly. Members who hold shares in single name are advised in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant for recording nomination of shares.
7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members Holding Shares in electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members, who hold the shares in Physical, should submit their PAN to the Company/ Registrar.
8. Subject to the receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of EGM.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

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10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
11. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
12. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
13. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
14. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021 and further amended from time to time, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
17. For any communication, the shareholders may also send requests to the Company's investor email id: investor.relations@vccipl.com or to info@vedavaag.com.
18. The company has appointed Mrs. D. Renuka, Practicing Company Secretary, (Membership No. ACS 11963 and CP No. 3460) as scrutinizer of the company to scrutinize the voting process.

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Voting Through Electronic Means:

1. In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting.
2. 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 NSDL as the authorized agency to provide e-voting facilities.
3. 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) working 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.
4. 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 EGM, subject to receipt of requisite number of votes in favour of the resolutions.
5. 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 communicate to BSE Limited where the shares of the Company are listed for placing the same on their website.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 10.09.2024 at 9:00 A.M. and ends on 12.09.2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 06.09.2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 06.09.2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful

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	<p>authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be</p>

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	<p>also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user

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	ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to viveksurana24@gmail.com with a copy marked to evoting@nsdl.co.in.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Swapneel Puppala at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids fore-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@vccipl.com or to info@vedavaag.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@vccipl.com or to info@vedavaag.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to

VEDAVAAG SYSTEMS LIMITED

CIN: L72200TG1998PLC029240

Registered office: 1-89/G/113 NR, 3rd Floor Park View, Gafoor Nagar, Madhapur, Hyderabad, Shaikpet, Telangana,
India, 500081

Contact: +91 70324 95959

Email: jmkrishna@vedavaag.com www.vedavaag.com

5. vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board
Vedavaag Systems Limited**

Sd/-

Vamsi Sessa Sai Ivaturi

Company Secretary and Compliance Officer

Place: Hyderabad

Date: 17.08.2024

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L72200TG1998PLC029240
Name of the company : Vedavaag Systems Limited
Registered office : No. 1-89/G/113 NR, 3rd Floor Park View, Gafoor Nagar, Madhapur, Hyderabad, Telangana, India 500081.

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address : _

E-mail Id :

Signature:, or failing him

2. Name :

Address:

E-mail Id:

Signature:, or failing him

3. Name :

Address:

E-mail Id:

VEDAVAAG SYSTEMS LIMITED

CIN: L72200TG1998PLC029240

Registered office: 1-89/G/113 NR, 3rd Floor Park View, Gafoor Nagar, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081

Contact: +91 70324 95959

Email: jmkrishna@vedavaag.com www.vedavaag.com

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 13th day of September 2024 at 02:30 P.M. at the Surana Auditorium, The Federation of Telangana Chamber of Commerce and Industry, Red Hills (FTCCI), Hyderabad – 500004 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolutions:

1. Increase in the Authorised Share Capital and consequent alteration of the capital clause in the Memorandum of Association of the Company
2. To issue convertible warrants on preferential basis to certain identified promoters and non-promoter persons/entities

Signed this day of 2024

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

VEDAVAAG SYSTEMS LIMITED

CIN: L72200TG1998PLC029240

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Contact: +91 70324 95959

Email: jmkrishna@vedavaag.com www.vedavaag.com

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the Extraordinary General Meeting of the members to be held on Friday, 13th day of September 2024 at 02:30 P.M. at the Surana Auditorium, The Federation of Telangana Chamber of Commerce and Industry, Red Hills (FTCCI), Hyderabad – 500004 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____

(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

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ROUTE MAP FOR EXTRAORDINARY GENERAL MEETING VENUE

