

VEER ENERGY & INFRASTRUCTURE LIMITED

CIN: L65990MH1980PLC023334

Registered Office: 629-A, Gazdar House, 1st Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400 002.
Tel: (022) 22072641 Fax: (022) 22072644 Email: info@veerenergy.net Website: www.veerenergy.net

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of M/s. Veer Energy & Infrastructure Limited (“**Company**”) will be held on Friday, February 10, 2017 at 10.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093, India to transact the following special business:

SPECIAL BUSINESS:

Item No. 1:

Rectification and Modification of Shareholder’s Resolution passed in the Annual General Meeting of the Company held on September 30, 2016 for Preferential allotment of Equity Shares and Warrants to the Promoters and Non Promoters.

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

“**RESOLVED THAT** with reference to special resolution passed on September 30, 2016 for approval of preferential allotment of equity shares upto maximum of 1500000 equity shares and warrants up to maximum of 2500000 warrants of the Company to the allottees as per Section 42 and 62 of the Companies Act, 2013 and in accordance with Notice of Annual General Meeting dated August 30, 2016 (“**Notice**”), the following information’s which are required to be disclosed in the explanatory statement of the Notice as per SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto and modification(s), be and is hereby acknowledged and approved for the purpose of the special resolution passed on September 30, 2016.

- (i) The maximum number of equity shares to be allotted should be read as 1250000 equity shares and maximum number of warrants to be allotted should be read as 2165000 warrants.
- (ii) The details of the natural persons, who are the ultimate beneficial owners and having ultimate control over the companies to which the equity shares/warrants of the Company proposed to be allotted are as follows:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Names of Ultimate Beneficial Owners of the Proposed Allottees	Address of Ultimate Beneficial Owners of the Proposed Allottees
Nilesh Savla HUF	Non-Promoter	Nilesh Savla	42 Ground Floor, Saraswati Sadan, Kher Nagar, Bandra East, Mumbai – 400051.
Narendra L. Shah HUF	Non-Promoter	Narendra L. Shah	2/11, Gandhi Park, Nr., Sahajanand College, Ambawadi, Ahmedabad - 380015.
Manish R. Shah HUF	Non-Promoter	Manish R. Shah	603, Vitrag Building No. 1, Opp. Jain Temple, Devchandnagar, Bhayander (W), Thane – 401101.
Arvind C. Shah HUF	Non-Promoter	Arvind C. Shah	11B, Munisuvrat Darshan, Navroji Lane, Ghatkopar, West, Mumbai – 400086.
Ajay H. Sanghavi HUF	Non-Promoter	Ajay H. Sanghavi	B/102, Green Hedges Building, Excel Road, Royal Complex, Borivali (West), Mumbai – 400092.

Ashish H. Sanghavi HUF	Non-Promoter	Ashish H. Sanghavi	B/102, Green Hedges Building, Excel Road, Royal Complex, Borivali (West), Mumbai – 400092.
Abhay P. Shah HUF	Non-Promoter	Abhay P. Shah	A/1, Wing/A, Shiv Ganga Apartment, Zaver Road, Mulund (West), Mumbai – 400080.

(iii) The pre preferential holding of following proposed allottees should be read as under:

Sr. No.	Name of the proposed allottees	Category	Instruments to be allotted	No. of equity shares/ warrants to be issued	Pre issue shareholding	%*
1	Bhavin Shah	Non-Promoter	Warrants	45000	550	0.01
2	Bhumi Shah	Non-Promoter	Warrants	45000	5574	0.08
3	Harshit Shah	Non-Promoter	Equity Shares	250000	5700	0.08
			Warrants	46700		
4	Nita Shah	Non-Promoter	Warrants	45000	2825	0.04
5	Sapna Shah	Non-Promoter	Warrants	45000	405	0.01

Note: * This percentage has been calculated on the basis of pre preferential paid up equity share capital of the Company.

(iv) The Post shareholding percentage of proposed allottees should be read as under:

Sr. No.	Name of the proposed allottees	Category	No. of equity shares to be issued	No. of warrants to be issued	Post issue shareholding	%#
1	Yogesh M. Shah	Promoter	250000	250000	2621565	24.90
2	Grishma D. Shah	Non-Promoter	250000	46700	296700	2.82
3	Harshit D. Shah	Non-Promoter	250000	46700	302400	2.87
4	Krutesh D. Shah	Non-Promoter	250000	46700	296700	2.82
5	Sneha J. Shah	Non-Promoter	250000	46700	296700	2.82
6	Shruti Y. Shah	Promoter	-	200000	200000	1.90
7	Krupa Y. Shah	Promoter	-	200000	200000	1.90
8	Ishita A. Shah	Non-Promoter	-	46700	46700	0.44
9	Ashok J. Jain	Non-Promoter	-	45000	47470	0.45
10	Uday B. Shah	Non-Promoter	-	45000	45000	0.43
11	Ankit A. Shah	Non-Promoter	-	45000	45000	0.43
12	Amisha K. Dholakia	Non-Promoter	-	45000	45000	0.43

13	Kirit K. Dholakia	Non-Promoter	-	45000	45000	0.43
14	Rishabh Fintrade Limited	Non-Promoter	-	90000	90000	0.85
15	Nilesh Savla	Non-Promoter	-	45000	45000	0.43
16	Amisha N. Savla	Non-Promoter	-	45000	45000	0.43
17	Nilesh Savla HUF	Non-Promoter	-	45000	45000	0.43
18	Nita Hemendrakumar Shah	Non-Promoter	-	45000	47825	0.45
19	Bhumi H. Shah	Non-Promoter	-	45000	50574	0.48
20	Narendra L. Shah HUF	Non-Promoter	-	45000	45915	0.44
21	Bhavin N. Shah	Non-Promoter	-	45000	45550	0.43
22	Smita Maniar	Non-Promoter	-	45000	45000	0.43
23	Bela Guntant Shah	Non-Promoter	-	45000	45000	0.43
24	Ayush Guntant Shah	Non-Promoter	-	45000	45000	0.43
25	Aashi Guntant Shah	Non-Promoter	-	45000	45000	0.43
26	Sapna Prakash Shah	Non-Promoter	-	45000	45405	0.43
27	Moksha Prakash Shah	Non-Promoter	-	45000	45000	0.43
28	Kantaben Rasiklal Shah	Non-Promoter	-	45000	45000	0.43
29	Manish Rasiklal Shah	Non-Promoter	-	45000	45000	0.43
30	Manish R. Shah HUF	Non-Promoter	-	45000	45000	0.43
31	Jyoti Manish Shah	Non-Promoter	-	45000	45000	0.43
32	Arvind C. Shah	Non-Promoter	-	45000	45000	0.43
33	Ila A. Shah	Non-Promoter	-	45000	45000	0.43
34	Arvind C. Shah HUF	Non-Promoter	-	45000	45000	0.43
35	Ajay H. Sanghavi HUF	Non-Promoter	-	25000	25000	0.24
36	Ashish H. Sanghavi HUF	Non-Promoter	-	25000	25000	0.24
37	Abhay P. Shah HUF	Non-Promoter	-	16500	16500	0.16
TOTAL				1250000	2165000	

Note: # This percentage has been calculated on the basis of post preferential paid up equity share capital of the Company assuming allotment of equity shares as proposed and assuming full conversion of warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Ms. Nipa N. Shah, Company Secretary, Mr. Yogesh M. Shah, Managing Director and Mr. Prakash C. Shah, Director of the Company be and is hereby severally authorized to take all actions and do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid Resolution.”

**By Order of Board of Directors
For Veer Energy & Infrastructure Limited**

Sd/-

**Yogesh M. Shah
Managing Director
DIN: 00169189**

Date: 10th January, 2017
Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. A Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by the members on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of Extraordinary General Meeting and will also be available for inspection at the Meeting.
5. Members are requested to bring the attendance slip duly filled and signed and handover the same at the entrance of the meeting.
6. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are Sharex Dynamic (India) Private Limited having their office at Unit-1, Luthra Industrial Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072.
7. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, at their above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
8. 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 demit accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, Mumbai. The Company will not take cognizance of any such requests directly from shareholders.

10. For receiving all shareholder communications faster, including annual reports, shareholders are requested to kindly register/update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. Members holding shares in physical form are advised to register their e-mail address with Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, Mumbai.
11. Members are requested to quote their Folio Numbers/ Client ID/ DP ID in all correspondence. Members are also requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
12. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 7th February, 2017 (9:00 am) and ends on 9th February, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd February, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com>.
 - iii) Click on Shareholder – Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii) Select "EVEN" of "Veer Energy & Infrastructure Limited".
 - viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@veerenergy.net with a copy marked to evoting@nsdl.co.in.

- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
|--|----------------|---------------------|
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3rd February, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 3rd February, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIII. Mrs. Khushboo Shah, M.Com, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.veerenergy.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The information's mentioned in aforesaid resolution were missed out inadvertently in the explanatory statement of the Notice of Annual General Meeting dated August 30, 2016 sent for seeking shareholders approval for making preferential allotment of equity shares/warrants of the Company not exceeding 1500000 equity shares and 2500000 warrants. The information's mentioned above should have been mentioned in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The missed information and modification as suggested is therefore recommended for your acknowledgement and approval as a special resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are concerned or interested in the proposed Resolution, except to the extent of shares held by any of them in the Company.

**By Order of Board of Directors
For Veer Energy & Infrastructure Limited**

Sd/-

**Yogesh M. Shah
Managing Director
DIN: 00169189**

Date: 10th January, 2017
Place: Mumbai

Route Map to the EGM Venue

Venue : 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093.

