

**VEER ENERGY & INFRASTRUCTURE LIMITED**

CIN: L65990MH1980PLC023334

Regd. Office: 629-A, Gazdar House, 1<sup>st</sup> 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

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**NOTICE OF 37<sup>th</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting (AGM) of the members of M/s. Veer Energy & Infrastructure Limited will be held on Friday, September 29, 2017 at 10.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai - 400093 to transact the following business:

**Ordinary Business**

**Item no. 1 - Adoption of financial statements**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and the Auditors thereon.

**Item no. 2 - Appointment of Director liable to retire by rotation**

To appoint a Director in place of Mr. Nilay P. Shah (DIN: 05307690), who retires by rotation and being eligible, offers himself for re-appointment.

**Item no. 3 - Appointment of auditors**

To appoint auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. M H Dalal & Associates, Chartered Accountants (Firm Registration No. 112449W), be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company, subject to ratification at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**Special Business:**

**Item No. 4 - Appointment of Mrs. Falguni M. Shah as an Independent Director of the Company**

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

**"RESOLVED THAT** Mrs. Falguni M. Shah (DIN: 07490502), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd June, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mrs. Falguni M. Shah, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 29th September, 2017 to 28th September, 2022."

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Members / proxies/ authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Brief profile of Directors, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided in the Corporate Governance Report forming part of the Annual Report.
7. Members may note that the Notice of the 37<sup>th</sup> AGM and the Annual Report 2016-17 will be available on the Company's website, [www.veerenergy.net](http://www.veerenergy.net). The physical copies of the documents will also be available at the Company's registered office for inspection on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
8. The Register of Members and Share Transfer Books will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of 37<sup>th</sup> Annual General Meeting of the Company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Transfer Agents of the Company, Sharex Dynamic India Pvt. Ltd.
10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any

Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

11. 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 are required to submit their PAN details to the Registrar and Transfer Agents, Sharex Dynamic India Pvt. Ltd, Unit: Veer Energy & Infrastructure Limited, Unit-I, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East) Mumbai - 400072.
12. Members are requested to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.

### **Instructions for e-voting**

- 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 a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- II. 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 titled 'Veer Energy & Infrastructure Limited e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for 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) Enter the user ID and password (the initial password noted in step (i) above). Click Login.
    - v) Password change menu appears. Change the password 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 e-voting will open. Click on e-voting: Active Voting Cycles.
    - vii) Select 'EVEN' (E-voting Event Number) of Veer Energy & Infrastructure Limited.
    - viii) Now you are ready for e-voting as the '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 members (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 is/ are

authorized to vote, to the Scrutinizer through e-mail to [cs@veerenergy.net](mailto:cs@veerenergy.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case a Member receives physical copy of the Notice of AGM [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 AGM:

**EVEN (E-voting Event Number)**      **USER ID**      **PASSWORD**

- ii) Please follow all steps from (ii) to (xii) above, to cast your vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- IV. 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 Password' option available on the site to reset the password.
- V. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- VI. 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).
- VII. The e-voting period commences on September 26, 2017 (9:00 a.m.) and ends on September 28, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she shall not be allowed to change it subsequently.
- VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- IX. Mrs. Khushboo Shah, M.Com, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and e-voting process in a fair and transparent manner.
- X. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.veerenergy.net](http://www.veerenergy.net) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

Sd/-  
**Yogesh M. Shah**  
Chairman & Managing Director

Place: Mumbai  
Date: 14<sup>th</sup> August, 2017

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### **Item No. 4**

Mrs. Falguni M. Shah (DIN: 07490502) was appointed as an Additional Director of the Company with effect from 22nd June, 2017 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mrs. Falguni Shah holds office upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mrs. Falguni Shah's appointment as a Director. Brief Profile of Mrs. Falguni Shah forms part of this notice.

In terms of Section 149 and other applicable provisions of the Act, Mrs. Falguni Shah is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mrs. Falguni Shah as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as Independent Director for a term of 5 years up to 28th September, 2022.

In the opinion of the Board, Mrs. Falguni Shah fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Falguni Shah as Independent Director is now being placed before the Members in Annual General Meeting for their approval.

The terms and conditions of appointment of Mrs. Falguni Shah shall be open for inspection at the Registered Office of the Company during normal business hours on all working days of the Company.

Except Mr. Falguni M. Shah, being the appointee, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution set at Item No.4 of the Notice.

The Board, therefore, recommends the Resolution set at Item No. 4 of this Notice for your approval.

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

**Sd/-  
Yogesh M. Shah  
Chairman & Managing Director**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2017**

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**1) BRIEF PROFILE OF MR. NILAY P. SHAH**

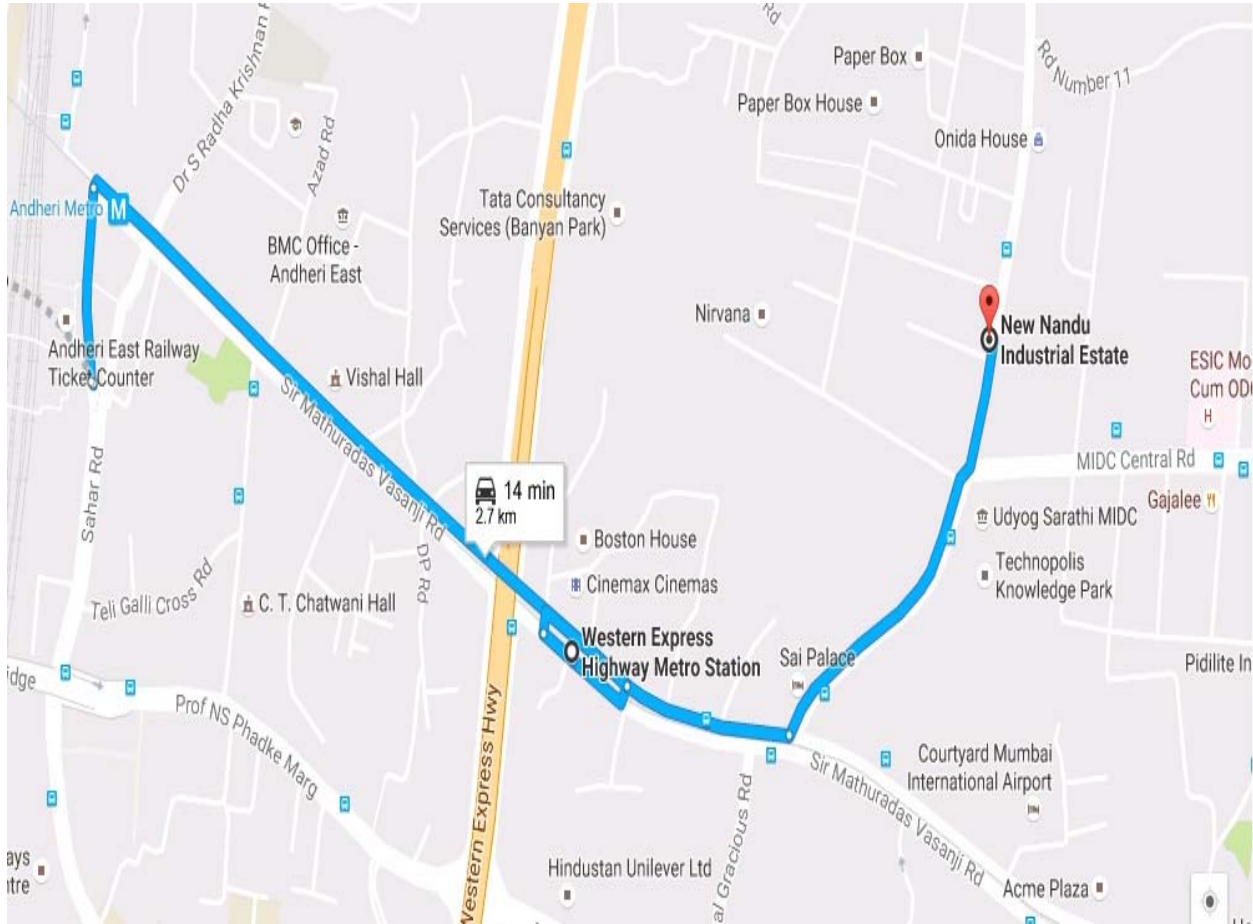
Particulars	Re-appointment
Name of the Director	Mr. Nilay P. Shah
Age	43 Years
Date of Appointment	29/05/2013
Qualification and Experience	Mr. Nilay Shah is a mechanical engineer. He has fast-paced and success oriented experience of 18 years in engineering manufacturing segment. His considerable progress, unwavering commitment and strong vision has enabled innovative ground breaks for progress of the Company.
Disclosure of relationships between directors inter-se	Mr. Nilay Shah is the Son of Mr. Prakash C. Shah. Other than this, none of the directors are related to each other.
Listed Companies (other than Veer Energy) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
No. of Shares held in the Company as on 31.03.2017	Nil

**2) BRIEF PROFILE OF MRS. FALGUNI M. SHAH**

Particulars	Appointment
Name of the Director	Mrs. Falguni M. Shah
Age	39 Years
Date of Appointment	22/06/2017
Qualification and Experience	Mrs. Falguni Shah holds Bachelor of Commerce degree from University of Mumbai. She is an Independent Women Director having experience of 4 years in the field of Finance and Accounts.
Disclosure of relationships between directors inter-se	Nil
Listed Companies (other than Veer Energy) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
No. of Shares held in the Company as on 31.03.2017	Nil

## Route Map to the AGM Venue

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



## VEER ENERGY & INFRASTRUCTURE LIMITED

CIN: L65990MH1980PLC023334

Registered Office: 629-A, Gazdar House, 1<sup>st</sup> 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

### ATTENDANCE SLIP 37<sup>th</sup> ANNUAL GENERAL MEETING

DP ID – Client ID/ Folio No.	
Name & Address of sole Member	
Name of Joint Holder(s), if any (In Block Letters)	
No. of shares held	

I certify that I am a member / proxy of the Company.

I hereby record my presence at the 37<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 29<sup>th</sup> September, 2017 at 10.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

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Member's/ Proxy's Signature



## VEER ENERGY & INFRASTRUCTURE LIMITED

CIN: L65990MH1980PLC023334

Registered Office: 629-A, Gazdar House, 1<sup>st</sup> Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400 002.

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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	L65990MH1980PLC023334
Name of the Company	Veer Energy & Infrastructure Limited
Registered Office	629-A, Gazdar House, 1 <sup>st</sup> Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai - 400002
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./DP ID-Client ID	

I/We, \_\_\_\_\_ being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint,

1. Name	Address:	Signature : _____ or failing him
E-mail ID		
2. Name	Address:	Signature : _____ or failing him
E-mail ID		
3. Name	Address:	Signature : _____
E-mail ID		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 29<sup>th</sup> September, 2017 at 10.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Vote	
		For	Against
<b>Ordinary Business</b>			
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and the Auditors thereon.		
2	To appoint a Director in place of Mr. Nilay P. Shah (DIN: 05307690), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint Statutory Auditors.		
<b>Special Business</b>			
4	To appoint Mrs. Falguni M. Shah as an Independent Director of the Company.		

Signed this ..... day of ..... 2017.

Affix Revenue Stamp of Rs. 1
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Signature of Shareholder ..... Signature of Proxyholder(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.**