

VEER ENERGY & INFRASTRUCTURE LIMITED

CIN: L65990MH1980PLC023334

Regd. 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 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting (AGM) of the members of M/s. Veer Energy & Infrastructure Limited will be held on Monday, September 30, 2019 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, 2019 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.

Special Business:

Item No. 3 - Re-Appointment of Mr. Yogesh Shah as Managing 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** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the reappointment of Mr. Yogesh Shah (DIN: 00169189) as Managing Director of the Company, whose office will not be liable to retire by rotation, for a period of five years from 1st October, 2019 to 30th September, 2024 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

Item No. 4 - Change in designation of Mr. Prakash C. Shah from Executive Director to Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and rules & regulations made there under, approval of the members of the Company be and is hereby accorded to the change in designation of Mr. Prakash C. Shah from Executive Director to Non-Executive Director of the Company, liable to retire by rotation of Directors, effective from 1st October, 2019 on such terms and conditions as per Letter of Appointment given to Mr. Prakash C. Shah by the Company.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to file the necessary e forms with Registrar of Companies and to do all such acts and deeds as may be required to give effect to the above resolution.”

Item No. 5 - Change in designation of Mr. Nilay P. Shah from Executive Director to Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and rules & regulations made there under, approval of the members of the Company be and is hereby accorded to the change in designation of Mr. Nilay P. Shah from Executive Director to Non-Executive Director of the Company, liable to retire by rotation of Directors, effective from 1st October, 2019 on such terms and conditions as per Letter of Appointment given to Mr. Nilay P. Shah by the Company.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to file the necessary e forms with Registrar of Companies and to do all such acts and deeds as may be required to give effect to the above resolution.”

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. 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.

3. 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.
4. 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.
5. Members / proxies/ authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
8. 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.
9. Members may note that the Notice of the 39th AGM and the Annual Report 2018-19 will be available on the Company's website, 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 (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.
10. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of 39th Annual General Meeting of the Company.
11. 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.
12. The Notice of the AGM along with the Annual Report 2018-19 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.
13. 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, C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083.

14. 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 with a copy marked to 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:

<u>EVEN (E-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD</u>
--	-----------------------	------------------------
 - 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 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 27, 2019 (9:00 a.m.) and ends on September 29, 2019 (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 23, 2019, 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.
- 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 and on the website of NSDL 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**

Place: Mumbai
Date: 13th August, 2019

Sd/-
Yogesh M. Shah
Chairman & Managing Director

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. 3 - To re-appoint Mr. Yogesh Shah as Managing Director of the Company

The term of office of Mr. Yogesh Shah as Managing Director of the Company is due to expire on September 30, 2019. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Yogesh Shah as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on May 28, 2019 has, subject to the approval of the Shareholders, reappointed Mr. Yogesh Shah for a period of 5 years with effect from 1st October, 2019.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee and subsequently by the Board of Directors in its Board Meeting held on 28th May, 2019. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs. 19,50,000/- per annum to Mr. Yogesh Shah which is inclusive of all type of perquisites. Contribution to Provident fund and payment of gratuity shall be as per the rules of the Company.

The Board recommends the Resolution as mentioned in the Notice for your approval.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Yogesh Shah and their relatives, are in any way concerned or interested, in the proposed resolution set out at Item No 3.

Item No. 4 - Change in Designation of Mr. Prakash C. Shah

The members are apprised that Mr. Prakash C. Shah who was appointed as Executive Director of the Company has shown his willingness to act as Non-Executive Director of the company.

The Nomination & Remuneration Committee and Board of Directors in its meeting held on 28th May, 2019, considered his request and approved the change in designation of Mr. Prakash C. Shah from Executive Director to Non-Executive Director of the Company on the terms and conditions as specified in the Appointment Letter with effect from 1st October, 2019.

Hence the Committee and the Board have proposed to appoint him as Non-Executive Director of the Company. The appointment of Mr. Prakash C. Shah as such shall take effect from 1st October, 2019 and required the approval of the Shareholders of the Company by way of Ordinary Resolution as per provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Prakash C. Shah, from Executive Director to Non-Executive Director of the company on such terms and conditions as mentioned in the Letter of Appointment.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Prakash C. Shah and Mr. Nilay P. Shah and their relatives, are in any way concerned or interested, in the proposed resolution set out at Item No 4.

Item No. 5 - Change in Designation of Mr. Nilay P. Shah

The members are apprised that Mr. Nilay P. Shah who was appointed as Executive Director of the Company has shown his willingness to act as Non-Executive Director of the company.

The Nomination & Remuneration Committee and Board of Directors in its meeting held on 28th May, 2019, considered his request and approved the change in designation of Mr. Nilay P. Shah from Executive Director to Non-Executive Director of the Company on the terms and conditions as specified in the Appointment Letter with effect from 1st October, 2019.

Hence the Committee and the Board have proposed to appoint him as Non-Executive Director of the Company. The appointment of Mr. Nilay P. Shah as such shall take effect from 1st October, 2019 and required the approval of the Shareholders of the Company by way of Ordinary Resolution as per provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Nilay P. Shah, from Executive Director to Non-Executive Director of the company on such terms and conditions as mentioned in the Letter of Appointment.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Nilay P. Shah and Mr. Prakash C. Shah and their relatives, are in any way concerned or interested, in the proposed resolution set out at Item No 5.

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

**Place: Mumbai
Date: 13th August, 2019**

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

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. YOGESH M. SHAH

Name of the Director	Mr. Yogesh M. Shah
Particulars	Re-appointment
Age	61 Years
Date of Appointment	Re-appointment is approved by the Board Meeting held on 28 th May, 2019 subject to the approval of shareholders which is effective from 1 st October, 2019.
Qualification and Experience	Mr. Yogesh M. Shah holds Bachelor of Commerce degree from University of Mumbai. He carries an immeasurable knowledge in the field of Accountancy & Taxation. He has shown the way from the front to make Veer Energy & Infrastructure Limited as one of the apex wind farm infrastructure developer in India.
Disclosure of relationships between directors inter-se	Not related to any Director.
Listed Companies (other than Veer Energy) in which Directorship held	Veerhealth Care Limited
Chairperson of Board committees	Nil
Member of Board committees	Nil
No. of Shares held in the Company as on March 31, 2019	2621565 Equity Shares

2) BRIEF PROFILE OF MR. NILAY P. SHAH

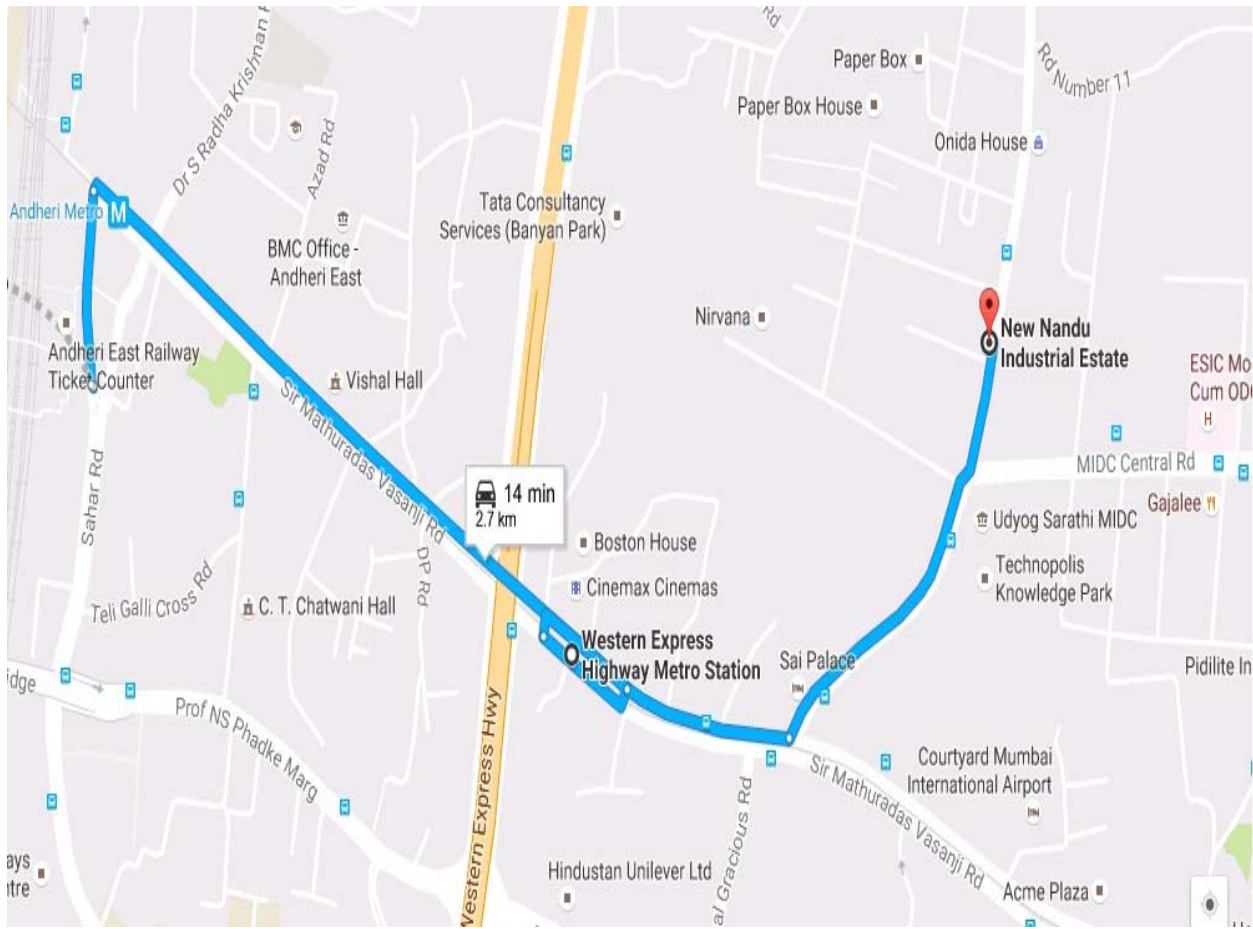
Name of the Director	Mr. Nilay P. Shah
Particulars	Re-appointment
Age	43 Years
Date of first appointment on the Board	29/05/2013
Qualification and Experience	Mr. Nilay Shah is a mechanical engineer. He has fast-paced and success oriented experience of 18 years in engineering manufacturing segment. His 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 P. 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
Shareholding in the Company as on March 31, 2019	Nil

3) BRIEF PROFILE OF MR. PRAKASH C. SHAH

Name of the Director	Mr. Prakash C. Shah
Particulars	Re-appointment
Age	68 Years
Date of first appointment on the Board	03/10/2007
Qualification and Experience	Mr. Prakash Shah holds Bachelor of Commerce degree and he also holds Bachelor of Law degree. He has played an essential role for the growth of company due to his vast experience of more than 30 years in project oriented work. At Veer Energy & Infrastructure Limited he is in charge of Land acquisition work.
Disclosure of relationships between directors inter-se	Mr. Prakash C. Shah is father of Mr. Nilay P. 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
Shareholding in the Company as on March 31, 2019	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, 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

ATTENDANCE SLIP 39th 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 39th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 10.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Member's/ Proxy's Signature

----- Cut Here -----

ELECTRONIC VOTING PARTICULARS

EVEN (E voting Event Number)	User ID	Password / Pin

Note: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from Friday, September 27, 2019 from 9:00 A.M. and ends on Sunday, September 29, 2019 at 5:00 P.M. The voting module shall be disabled by NSDL for voting thereafter.

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 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	
Ordinary Business		For	Against
1	Consider and adopt Audited Financial Statement for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr. Nilay P. Shah (DIN: 05307690), a Director retiring by rotation.		
Special Business			
3	Re-Appointment of Mr. Yogesh Shah as Managing Director of the Company.		
4	Change in designation of Mr. Prakash C. Shah from Executive Director to Non-Executive Director.		
5	Change in designation of Mr. Nilay P. Shah from Executive Director to Non-Executive Director.		

Signed this day of 2019.

Affix Revenue
Stamp of Rs. 1

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.