



VEERAM ORNAMENTS LIMITED

MANUFACTURER, WHOLESALER AND TRADER OF GOLD & SILVER ORNAMENTS

CIN: U74110GJ2011PLC064964

Date: 20.10.2018

To,
The Manager,
Department of Corporate Services (DCS-Listing)
BSE limited
P.J. Towers,
1st Floor, Dalal Street,
Mumbai-400 001

Dear Sir,

Ref No: Company Code: BSE SME-540252
Sub: Revised Annual Report- F.Y 2017-18

With reference to the above subject and as per Regulation 34 of SEBI (LODR) Regulations, 2015 please find attached herewith Revised Annual Report of financial year 2017-18

Please note that the earlier filed report has some minor typographical error, therefore we hereby attached rectified Annual Report for the F.Y. 2017-18

Kindly replace the same on your record.

Thanking You
Yours faithfully

For, VEERAM ORNAMENTS LIMITED

Mahendrabhai R Shah
Managing Director
DIN: 03144827

VEERAM ORNAMENTS LIMITED

BOARD OF DIRECTORS

Mahendra R Shah	- Managing Director
Rakshit M Shah	- Director
Pinal R Shah	- Director
Rajesh S. Shah	- Director
Satish V. Sheth	- Director w.e.f 31.07.2018

COMPLIANCE OFFICER

Mahendra R. Shah

AUDITORS

Dhaval Padiya And Co
Chartered Accountants
27, Samrpan Tenament,
F-101, Shayona Tilak Residency,
OPP. Devnandan Flat
New S. G Road, Gota
Ahmedabad-382481
Gujarat

BANKERS

Central Bank of India
Sardar Patel Nagar Road,
Navrangpura,
Ahmedabad -380006
Gujarat

REGISTERED OFFICE

Shop No. 2, Naroda Pride,
Nr. Padmavati Society,
Naroda-Nikol Road,
Ahmedabad -382350
Gujarat

REGISTRAR AND SHARE TRANSFER AGENT

KARVY COMPUTERSHARE PRIVATE LIMITED
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032

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NOTICE is hereby given that the 7th **ANNUAL GENERAL MEETING** of the members of **VEERAM ORNAMENTS LIMITED** ("the Company") will be held as scheduled below:

Date : 29th day of September, 2018

Day : Saturday

Time : 3:00 P.M.

Place : At registered office of the Company situated at

Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad – 382350, Gujarat.

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31st, 2018 together with Report of Board of Directors and Auditors' Report thereon.
2. To consider and approve the declaration of dividend of Rs. 0.50/- per equity share of the face value of Rs.10 each.
3. To Appoint a Director in place of **Mr. Rakshit M. Shah (DIN: 03461560)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To Appoint **M/s. PARTH SHAH AND ASSOCIATES.**, Chartered Accountant, Ahmedabad (FRN: 144251W) as statutory auditor and fix their remuneration in consultation with the Board and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under M/s. Parth Shah and Associates Chartered Accounts (FRN: 144251W) who has been appointed by Board as Statutory Auditors in Board Meeting dated 03rd September, 2018 be and is hereby appointed as Statutory Auditors of the company in place of erstwhile auditors M/s. Dhaval Padiya & Co, Chartered Accountants having FRN: 140653W, for Five years till the 12th AGM to be held in 2023 at remuneration plus GST & other expenses if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS:

5. **To Appoint Mr. Satish V. Sheth (DIN: 00065924) as an Independent Director of the Company.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, **Mr. Satish V. Sheth (DIN: 00065924)** who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 31.07.2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

Place: Ahmedabad

Date: 03rd September, 2018

**BY ORDER OF THE BOARD OF DIRECTORS OF
VEERAM ORNAMENTS LIMITED**

Registered Office:

**Shop No. 2, Naroda Pride, Nr. Padmavati Society,
Naroda-Nikol Road, Ahmedabad – 382350, Gujarat**

Sd/-

**Mahendra R. Shah
Managing Director**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 SHAREHOLDER.**

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
3. The Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to the special business to be transacted at the Meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed **from 22nd September, 2018 to 29th September, 2018** (both days inclusive) for the purpose of Annual General Meeting (AGM).
5. The Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be payable to those Members, whose names appear in the Register of Members of the Company on **22nd September, 2018**, to their registered addresses and the respective Beneficial Owners as per the list provided by the National Securities Depository Ltd. and the Central Depository Services (India) Ltd. after the close of business hours on that date.
6. 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 the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.

9. **This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.**
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. 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.
12. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, KARVY COMPUTERSHARE PRIVATE LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. **The Annual Report of the Company will also be available on the Company's website www.veeramornaments.com**
15. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
16. **The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.**
17. **BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**
Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2, 5 are as follows.

Particular	Mr. Rakshit M. Shah	Mr. Satish V. Sheth
Date of Birth	27/12/1978	08/01/1954
Date of Appointment	19/04/2017	31/07/2018
Qualification	He holds the degree of B.com and Fellow Member of the ICAI and He is also an Associate Member of ICSI	B.com
Relationships between directors inter se	Mr. Rakshit M. Shah is	NO

	Husband of Mrs. Pinal R. shah	
Directorship held in other companies*	1	3
Membership/Chairmanships of Committee in other Public Companies	Nil	3

(*Except the Private Co.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO - 5:

Mr. Satish V. Sheth was appointed as an additional director under the category of Independent Director of the Company w.e.f 27.12.2017. Under section 161 of the Companies Act, 2013, Mr. Satish V. Sheth holds his office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Satish V. Sheth, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Satish V. Sheth does not hold any equity share of the Company. The period of office of Mr. Satish V. Sheth shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Satish V. Sheth in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Satish V. Sheth is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 5 of this Notice. None of the Director of the Company except Mr. Satish V. Sheth is concerned or interested in this resolution.

Place: Ahmedabad
Date: 03rd September, 2018

**BY ORDER OF THE BOARD OF DIRECTORS OF
VEERAM ORNAMENTS LIMITED**

Registered Office:
Shop No. 2, Naroda Pride, Nr. Padmavati Society,
Naroda-Nikol Road, Ahmedabad – 382350, Gujarat

Sd/-
Mahendra R. Shah
Managing Director

DIRECTORS REPORT

To
The Members,
Veeram Ornaments Limited

Your Directors present the 7th Annual Report of your Company together with the Audited Financial Statement for the financial year ended on 31st March, 2018.

FINANCIAL HIGHLIGHTS		
Particulars	2017-18	2016-17
Income for the year was	27,79,01,950	7,42,43,026
<i>Profit before Financial Charges, Depreciation and Taxation Out of which, Provisions have been made for :-</i>	1,10,88,094	40,18,175
Financial Charges	12,802	8,121
Depreciation	8,85,035	56,884
Provision for Taxation :		
(i) Current Income Tax	25,32,250	10,00,000
(ii) Deferred Tax	1,643	-
<i>Profit after Income Tax</i>	76,56,364	29,53,710

OPERATION & REVIEW

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss together with Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2018 and Report of the Board of Directors and Auditors thereon.

Total Revenue from operation of the company is Rs. 28,06,26,091/- And the net Profit after tax is Rs. 76,56,364/- For the Financial year 2018-19.

DIVIDEND

The Board of directors of your company has recommended a dividend of Rs. 0.50/- per equity share of the face value of Rs. 10/- each for the financial year ended on 31st March, 2018. The Dividend Payout is subject to approval of shareholders at the ensuing Annual General Meeting.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

RESERVES

During the year under review, the Company has transferred Rs. 76,56,364 amount to General Reserves account.

CHANGE IN THE NATURE OF THE BUSINESS

During the year, there is no change in the nature of the business of the Company.

SHARE CAPITAL

During the year, there is no change in the share capital of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **Mr. Rakshit M. Shah (DIN: 03461560)**, is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re- appointment.
- During the Year under review the Board has appointed **Mr. Satish V. Sheth (DIN: 00065924)** as Additional Independent Director on 31.07.2018 and Proposed their Regularisation at forthcoming AGM.

NUMBER OF BOARD MEETINGS

The Board of Directors duly met Nine (9) times on 12.04.2017, 19.04.2017, 28.04.2017, 30.05.2017, 16.08.2017, 01.09.2017, 14.11.2017, 12.02.2018 and 16.03.18 during the year under review.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee. The evaluation covered functioning and composition of the Board and its committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc.

Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is not applicable to the company. And Company does not have any subsidiary.

RISK MANAGEMENT POLICY

Pursuant to Section 134(3) (n) of the Companies Act 2013 & SEBI (LODR) Regulation, 2015, the Company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk which may threaten the existence of the Company.

DEPOSITS

The details relating to deposits from the public during the year, covered under Chapter V of the Act:

Accepted during the year;	NIL
Remain unpaid or unclaimed as at the end of the year;	NIL
Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	NIL
1. at the beginning of the year;	NIL
2. maximum during the year;	
3. at the end of the year;	

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 134(3)(a) read with Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9, is annexed herewith as "**Annexure - I**"

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

- I. the steps taken or impact on conservation of energy : **Nil**
- II. the steps taken by the company for utilising alternate sources of energy : **None**
- III. the capital investment on energy conservation equipments : **Nil**

B. TECHNOLOGY ABSORPTION:

- I. the efforts made towards technology absorption : **None**
- II. The benefits derived like product improvement, cost reduction, product development or import substitution: **None**
- III. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) The details of technology imported: **None**
 - b) The year of import: **N.A.**
 - c) Whether the technology been fully absorbed: **N.A.**
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **N.A.**
 - e) The expenditure incurred on Research and Development: **Nil**

C. THERE WAS NO FOREIGN EXCHANGE INFLOW OR OUTFLOW DURING THE YEAR UNDER REVIEW

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

RELATED PARTY TRANSACTIONS

During the year under review, contracts or arrangements entered into with the related party, as defined under section 188 of the companies Act, 2013 were in ordinary course of business and on arms' length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the companies act, 2013 and rule 8(2) of the companies (Accounts) Rule, 2014 are annexed herewith as per "Annexure – II".

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request .However as per the provisions of Section 136 of the said Act, the Annual Report Excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any, member interested in obtaining the information on employee's particulars, which is available for inspection by the members at the registered office of the Company during Business hours on working days of the Company up to the date of ensuing Annual General Meeting, may write to the Company at the registered office of the Company in advance.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material order has been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statements relate and the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and analysis Report as Required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the companies' current working and future outlook of as per "**Annexure – III**"

VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

AUDITORS

• **STATUTORY AUDITOR**

The Board of Director has Appointed **M/s. PARTH SHAH AND ASSOCIATES** Chartered Accountant, Ahmedabad (FRN: 144251W) as a Statutory Auditor of the Company in place of erstwhile auditors M/s. Dhaval Padiya & Co, Chartered Accountants having FRN: 140653W in their meeting held on 3rd September 2018 and the Auditor shall hold the office upto the Conclusion of Annual General Meeting. Therefore Board of Director of our Company Pursuant to Provision of Section 139 of Companies Act 2013 Proposed to Appoint **M/s. PARTH SHAH AND ASSOCIATES** Chartered Accountant, Ahmedabad (FRN: 144251W) as a Statutory Auditor of the Company for the Period of Five Years till the 12th AGM to be held in 2023 with no further need for ratification at every Annual General Meeting to be held during the said period.

The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company. Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

• **SECRETARIAL AUDITORS**

In terms of Section 204 of the Act and Rules made there under, Mr. Manohar B Chunara, Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed to this report as "**Annexure – IV**". The report is self-explanatory.

With reference to the remarks and observation of the secretarial Auditor, the following explanations have been submitted by the board of directors of the company.

- Our Company took all reasonable steps to do such appointments, but as our Company is not doing well in its present line of business activity, it failed to attract right candidates for such post. The Board of our Company continues its efforts to search right candidate for the post of Company Secretary and CFO will appoint the Company Secretary and CFO as soon as possible.

• **COST AUDITORS**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is listed on SME platform of BSE and not having the paid up share capital exceeding Rs. 10 crore and Net worth is exceeding Rs. 25 cores, hence Company has not obtained a Certificate from a Practicing Company Secretaries certifying the same.

INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continuous support received from the Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

DATE: 03/09/2018

PLACE: AHMEDABAD

**By Order of the Board of Director
SD/-**

**Mahendra R. Shah
Managing Director**

Annexure -I to the Report of Board of Director

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018

[Pursuant to section92 (3) of the Companies Act, 2013 and rule12 (1) of the Companies (Management and Administration)Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U74110GJ2011PLC064964
ii.	Registration Date	15.04.2011
iii.	Name of the Company	VEERAM ORNAMENTS LIMITED
iv.	Category/Sub-Category of the Company	Company limited by Shares/ Indian Non-government company
v.	Address of the Registered office and Contact details	Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad - 382350, Gujarat
vi.	Whether listed company	listed
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 Tel No:+91 40 - 6716 2222 Fax No:+91 402343 1551 E-mail :einward.ris@karvy.com Website:www.karisma.karvy.com SEBI Registration No: INR000000221

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture & Wholesale of Jewellery & Ornaments	321&466	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :
NIL

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
I. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 st March, 2017)				No. of Shares held at the end of the year (As on 31 st March, 2018)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
<i>1) Indian</i>									
a) Individual/ HUF	18,17,956	-	18,17,956	42.18	19,54,456	-	19,54,456	45.35	3.17
b) Central Govt	-	-	-	-					
c) State Govt(s)	-	-	-	-					
d) Bodies Corp	-	-	-	-					
e) Banks / FI	-	-	-	-					
f) Any Other	-	-	-	-					
Sub-total(A)(1):-	18,17,956	-	18,17,956	42.18	19,54,456	-	19,54,456	45.35	3.17
<i>2) Foreign</i>									
g) NRIs- Individuals	-	-	-	-					
h) Other- Individuals	-	-	-	-					
i) Bodies Corp.	-	-	-	-					
j) Banks / FI	-	-	-	-					
k) Any Other....	-	-	-	-					
Sub-total(A)(2):-	-	-	-	-					
TOTAL A	18,17,956	-	18,17,956	42.18	19,54,456	-	19,54,456	45.35	3.17
B. Public Shareholding									
<i>1. Institutions</i>									
a) Mutual Funds	-	-	-	0%	-	-	-	0%	0
b) Banks / FI	-	-	-	0%	-	-	-	0%	0
c) Central Govt	-	-	-	0%	-	-	-	0%	0
d) State Govt(s)	-	-	-	0%	-	-	-	0%	0
e) Venture Capital Funds	-	-	-	0%	-	-	-	0%	0
f) Insurance Companies	-	-	-	0%	-	-	-	0%	0
g) FII's	-	-	-	0%	-	-	-	0%	0

h) Foreign Venture Capital Funds	-	-	-	0%	-	-	-	0%	0
i) Others (specify)	-	-	-	0%	-	-	-	0%	0
Sub-total(B)(1)	-	-	-	0%	-	-	-	0%	0
2. Non Institutions					-	-	-	0%	0
a) Bodies Corp. (i) Indian	-	6,12,000	6,12,000	14.20	13,16,892	-	13,16,892	30.55	16.35
b) Individuals (i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	4,53,000	10,000	4,63,000	10.74	1,81,659	10,000	1,91,659	4.45	6.29
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	7,72,047	6,45,012	14,17,059	32.88	8,47,008	-	8,47,008	19.65	-13.23
Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	18,37,047	6,55,012	24,92,059	57.82	23,45,559	10,000	23,55,559	54.65	-3.17
Total Public Shareholding (B)=(B)(1)+(B)(2)	18,37,047	6,55,012	24,92,059	57.82	23,45,559	10,000	23,55,559	54.65	-3.17
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	36,55,003	6,55,012	43,10,015	100	43,00,015	10,000	43,10,015	100	-

II. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As on 31 st March, 2017)			Shareholding at the end of the year (As on 31 st March, 2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	

1.	Rakshit Mahendra Shah	7,24,111	16.80	-	7,10,611	16.49	-	-0.31
2.	Pinal R Shah	9,22,845	21.41	-	10,42,845	24.20	-	-2.79
3.	Rakshit Mahendra Shah	1,20,000	2.78	-	1,50,000	3.48	-	0.70
4.	Mahendra M. Shah HUF	18000	0.42	-	18,000	0.42	-	-
5.	Mahendra M. Shah	15000	0.35	-	15,000	0.35	-	-
6.	Vasantbala M. Shah	18000	0.42	-	18,000	0.42	-	-
	Total	18,17,956	42.18	-	19,54,456	45.35	-	3.17

III. Change in Promoters' Share holding (please specify, if there is no change)

S N	PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		Increase/ Decrease in share holding	CUMULATIVE SHAREHOLDING DURING THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES		NO OF SHARES	% OF TOTAL SHARES
1	PINAL R SHAH					
	At the beginning of the year	9,22,845	21.41	-	9,22,845	21.41
	Purchase on 12/05/2017			39,000	9,61,845	22.32
	Purchase on 19/05/2017			27,000	9,88,845	22.94
	Purchase on 07/07/2017			15,000	10,03,845	23.29
	Purchase on 15/09/2017			12,000	10,15,845	23.57
	Sale on 26/01/2018			-18,000	9,97,845	23.15
	Sale on 02/02/2018			-63,000	9,34,845	21.69
	Purchase on 23/03/2018			69,000	10,03,845	23.29
	Purchase 30/03/2018			39,000	10,42,845	24.20
	At the End of the Year				10,42,845	24.20
2	RAKSHIT M SHAH					
	At the Beginning Of the Year	7,24,111	16.80	-	7,24,111	16.80
	Sale on 26/01/2018			-18,000	7,06,111	16.38
	Sale on 02/02/2018			-42,000	6,64,111	15.40
	Purchase on 23/03/2018			28,500	6,92,111	16.06
	Purchase on 30/03/2018			18,000	7,10,611	16.48
	At the End of the Year				7,10,611	16.48
3	RAKSHIT M SHAH HUF					
	At the Beginning of the Year	1,20,000	2.78		1,20,000	2.78
	Purchase on 12/05/2017			21,000	1,41,000	3.27
	Purchase on 19/05/2017			21,000	1,62,000	3.76
	Purchase on 07/07/2017			12,000	1,74,000	4.04
	Sale on 26/01/2018			-18,000	1,56,000	3.62
	Sale on 02/02/2018			-42,000	1,14,000	2.65
	Purchase on 30/03/2018			36,000	1,50,000	3.48
	At the End of the Year				1,50,000	3.48

**iv. Shareholding pattern of Top Ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

SR. NO.	NAME OF THE SHARE HOLDER	SHAREHOLDING AT THE BEGINNING OF THE YEAR		DATE	INCREASE/DECREASE IN SHARE HOLDING	REASON	CUMULATIVE SHAREHOLDING DURING THE YEAR	
		NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY				NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	VIVID OFFSET PRINTERS PRIVATE LIMITED							
	At the beginning of the Year	0	0.00	31/03/2017			0	0.00
				09/06/2017	21000	Purchase	21000	0.49
				16/06/2017	84000	Purchase	105000	2.44
				23/06/2017	54000	Purchase	159000	3.69
				30/06/2017	51000	Purchase	210000	4.87
				21/07/2017	-3000	Sale	207000	4.80
				08/09/2017	3000	Purchase	210000	4.87
				15/09/2017	3000	Purchase	213000	4.94
				13/10/2017	3000	Purchase	216000	5.01
				17/11/2017	58500	Purchase	274500	6.37
				24/11/2017	127500	Purchase	402000	9.33
				01/12/2017	6000	Purchase	408000	9.47
				19/01/2018	-31500	Sale	376500	8.74
				26/01/2018	-81000	Sale	295500	6.86
				02/03/2018	-1500	Sale	294000	6.82
				09/03/2018	3000	Purchase	297000	6.89
				16/03/2018	1500	Purchase	298500	6.93
				23/03/2018	-46500	Sale	252000	5.85
	At the End of the Year			31/03/2018			252000	5.85

2	BEELINE BROKING LIMITED							
	At the beginning of the Year	240000	5.57	31/03/2017			240000	5.57
				21/04/2017	-3000	Sale	237000	5.50
				28/04/2017	6000	Purchase	243000	5.64
				05/05/2017	-3000	Sale	240000	5.57
				12/05/2017	3000	Purchase	243000	5.64
				19/05/2017	-3000	Sale	240000	5.57
				09/06/2017	6000	Purchase	246000	5.71
				16/06/2017	-3000	Sale	243000	5.64
				07/07/2017	-18000	Sale	225000	5.22
				01/09/2017	-3000	Sale	222000	5.15
				08/09/2017	3000	Purchase	225000	5.22
				15/09/2017	-33000	Sale	192000	4.45
				17/11/2017	-186000	Sale	6000	0.14
				24/11/2017	-6000	Sale	0	0.00
				02/03/2018	1500	Purchase	1500	0.03
				09/03/2018	-1500	Sale	0	0.00
				23/03/2018	13500	Purchase	13500	0.31
				30/03/2018	1500	Purchase	15000	0.35
	At the end of the Year			31/03/2018			15000	0.35
3	HITEN KIRTILAL SHAH							
	At the beginning of the Year	0	0.00	31/03/2017			0	0.00
				02/03/2018	225000	Purchase	225000	5.22
	At the end of the Year			31/03/2018			225000	5.22
4	ALACRITY SECURITIES LIMITED							
	At the beginning of the Year	204000	4.73	31/03/2017			204000	4.73
				14/04/2017	15000	Purchase	219000	5.08
				05/05/2017	21000	Purchase	240000	5.57

				12/05/2017	6000	Purchase	246000	5.71
				26/05/2017	-18000	Sale	228000	5.29
				16/06/2017	-15000	Sale	213000	4.94
				30/06/2017	-9000	Sale	204000	4.73
				29/09/2017	-18000	Sale	186000	4.32
	At the end of the Year			31/03/2018			186000	4.32
5	JIGISH KIRTILAL SHAH							
	At the beginning of the Year	0	0.00	31/03/2017			0	0.00
				02/03/2018	140004	Purchase	140004	3.25
	At the end of the Year			31/03/2018			140004	3.25
6	PINABEN JIGNESHKUMAR SHAH							
	At the beginning of the Year	0	0.00	31/03/2017			0	0.00
				02/03/2018	140004	Purchase	140004	3.25
	At the end of the Year			31/03/2018			140004	3.25
7	SAGAR RAJESHBHAI JHAVERI							
	At the beginning of the Year	0	0.00	31/03/2017			0	0.00
				26/01/2018	111000	Purchase	111000	2.58
	At the end of the Year			31/03/2018			111000	2.58
8	AKSHAY SEVANTILAL MEHTA							
	At the beginning of the Year	99999	2.32	31/03/2017			99999	2.32
				19/01/2018	-3000	Sale	96999	2.25
				26/01/2018	-88500	Sale	8499	0.20
				02/02/2018	-7500	Sale	999	0.02
	At the end of the Year			31/03/2018			999	0.02
9	ASE CAPITAL MARKETS LTD							
	At the beginning of the Year	99000	2.30	31/03/2017			99000	2.30
				14/04/2017	-15000	Sale	84000	1.95
				21/04/2017	-84000	Sale	0	0.00
				19/05/2017	3000	Purchase	3000	0.07
				26/05/2017	-3000	Sale	0	0.00

				16/06/2017	54000	Purchase	54000	1.25
				23/06/2017	-3000	Sale	51000	1.18
				30/06/2017	-51000	Sale	0	0.00
				07/07/2017	3000	Purchase	3000	0.07
				14/07/2017	-3000	Sale	0	0.00
				04/08/2017	6000	Purchase	6000	0.14
				11/08/2017	-6000	Sale	0	0.00
				25/08/2017	6000	Purchase	6000	0.14
				01/09/2017	3000	Purchase	9000	0.21
				08/09/2017	-6000	Sale	3000	0.07
				15/09/2017	9000	Purchase	12000	0.28
				29/09/2017	-3000	Sale	9000	0.21
				06/10/2017	3000	Purchase	12000	0.28
				24/11/2017	6000	Purchase	18000	0.42
				01/12/2017	-6000	Sale	12000	0.28
				08/12/2017	-12000	Sale	0	0.00
				02/02/2018	415500	Purchase	415500	9.64
				09/02/2018	-145500	Sale	270000	6.26
				09/03/2018	42000	Purchase	312000	7.24
				23/03/2018	313500	Purchase	625500	14.51
				30/03/2018	159000	Purchase	784500	18.20
	At the end of the Year			31/03/2018			784500	18.20
10	VRUJAL SAGAR JHAVERI							
	At the beginning of the Year	0	0.00	31/03/2017			0	0.00
				09/02/2018	145500	Purchase	145500	3.38
				16/03/2018	-9000	Sale	136500	3.17
				23/03/2018	-54000	Sale	82500	1.91

At the end of the Year			31/03/2018			82500	1.91
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V.Shareholding of Directors and Key Managerial Personnel:

S N	PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		Increase/ Decrease in share holding	CUMULATIVE SHAREHOLDING DURING THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES		NO OF SHARES	NO OF SHARES
1	MAHENDRA R SHAH					
	At the beginning of the year (As on 31 st March, 2016)			Nil		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			Nil		
	At the End of the year (As on 31 st March, 2017)			Nil		
2	PINAL R SHAH					
	At the beginning of the year	9,22,845	21.41	-	9,22,845	21.41
	Purchase on 12/05/2017			39,000	9,61,845	22.32
	Purchase on 19/05/2017			27,000	9,88,845	22.94
	Purchase on 07/07/2017			15,000	10,03,845	23.29
	Purchase on 15/09/2017			12,000	10,15,845	23.57
	Sale on 26/01/2018			-18,000	9,97,845	23.15
	Sale on 02/02/2018			-63,000	9,34,845	21.69
	Purchase on 23/03/2018			69,000	10,03,845	23.29
	Purchase 30/03/2018			39,000	10,42,845	24.20
	At the End of the Year				10,42,845	24.20
2	RAKSHIT M SHAH					
	At the Beginning Of the Year	7,24,111	16.80	-	7,24,111	16.80
	Sale on 26/01/2018			-18,000	7,06,111	16.38
	Sale on 02/02/2018			-42,000	6,64,111	15.40
	Purchase on 23/03/2018			28,500	6,92,111	16.06
	Purchase on 30/03/2018			18,000	7,10,611	16.48
	At the End of the Year				7,10,611	16.48

INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-		-	
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: N.A.

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Rakshit M. Shah				Total Amount
1.	Gross salary	60,000				60,000
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961					
	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c)Profits in lieu of salary under section 17(3) Income- tax Act,1961					
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	As % of profit					
	Others, specify...					
5.	Others ,please specify	-	-	-	-	-

6.	Total(A)					

B. Remuneration to other directors: N.A

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u>	Nil	Nil	Nil	Nil	Nil
	·Fee for attending board committee meetings					
	·Commission					
	·Others, please specify					
	Total (1)					
	<u>Other Non-Executive Directors</u>					
	·Fee for attending board committee meetings					
	·Commission					
	·Others, please specify					
	Total(2)					
	Total(B)=(1+2)					
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	TOTAL
1.	Gross salary			
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961			
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961			
	(c)Profits in lieu of salary under section 17(3) Income-tax Act,1961			
2.	Stock option			
3.	Sweat Equity			
4.	Commission as % of Profit - others, specify...			
5.	Others, please specify			
6.	TOTAL			

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any(give details)
A.Company					
Penalty					
Punishment					
Compounding					
B.Directors					
Penalty					
Punishment					

Compounding					
C.OtherOfficersInDefault					
Penalty					
Punishment					
Compounding					



ANNECURE – II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	There were no transactions or arrangement which were not at Arm’s Length Basis.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions’	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm’s length basis.

SL. No.	Particulars	PINAL R SHAH	RAKSHIT M SHAH
a)	Name (s) of the related party & nature of relationship	Director Of Company	Director of Company
b)	Nature of contracts/arrangements/transaction	-Remuneration of Rs. 60,000/-	- Remuneration of Rs. 60,000/-
c)	Duration of the contracts/arrangements/transaction	NA	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA	NA
e)	Date of approval by the Board	12/04/2017	12/04/2017
f)	Amount paid as advances, if any	NA	NA

Annexure -III to the Report of Board of Director

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

The gems and jewellery industry is crucial to the Indian economy given its role in large-scale employment generation, foreign exchange earnings through exports, and value addition. The industry has gained global popularity because of its talented craftsmen, its superior practices in cutting and polishing fine diamonds and precious stones and its cost- efficiencies.

The two major segments of the sector in India are gold jewellery and diamonds. The country is the largest consumer of gold, accounting for more than 20% of the total world gold consumption. Gold jewellery forms around 80% of the Indian jewellery market, with the balance comprising fabricated studded jewellery that includes diamond and gemstone studded jewellery. A predominant portion of the gold jewellery manufactured in India is consumed in the domestic market.

The industry contributes more than 14% towards the total export in India and provides employment to 1.3 million people directly and indirectly. The global market for gems and jewellery is over USD100 billion with major contribution coming from India, Italy, China, Thailand and USA.

The demand in India can be segmented into consumption and investment. Unlike most other countries, investment demand for gold is important in India and accounts for about 45 percent of total market demand. Around 57 percent of the investment demand comes from bars and coins, while the rest comes from jewellery. The high investment demand is driven by a lack of alternative financial institutions for a large section of society, a perceived capacity to hedge against inflation, ability to invest smaller value in gold, high returns in gold over the past 12 years and ease of investing unaccounted money in gold. Also, while the volume-demand for gold as jewellery has remained more or less constant over 2005 to 2013, the volume demand for gold bars and coins have grown at a CAGR of around 13 percent in the same period.

From a supply side, the value chain consists of imports, mining, refining, trading, manufacturing, and retailing. This includes a mix of players catering to both consumption and investment demand. The Indian gems and jewellery industry is fragmented, with local players constituting about 80 percent of the overall market. The variances in consumer preferences in designs, quality, and material across different regions have historically presented a challenge for national and organized players to create design-led differentiation. The share of organized players in the industry is growing, specifically that of regional players. However, there is a risk of reversal in this trend due to increasing regulatory restrictions on gold imports and the price differential between the official and unofficial supply of gold in the market. The supply side is also characterized by several local and independent stores in rural areas that play the role of financing entity, providing customers an investment option and lending money against gold.

BUSINESS OVERVIEW

We are integrated Wholesaler, Trader & Retailer of branded Jewellery & Ornaments. We are also into trading business of silver and distributor of readymade gold & silver Jewellery & Ornaments. Our portfolio of products includes gold and silver jewellery with or without studded precious and semi-precious stones. Our Jewelleries and ornaments are designed keeping in mind the demand for the Traditional, Modern & Indo-Western jewellery & ornaments in India. With regional diversity of tastes and preferences, we have diverse portfolio of Ornaments and Jewellery to suit the taste and preferences of one & all. Our gold & silver traditional jewellery & ornaments are either made with kundan, gem stones, American diamonds etc or just plain gold or silver.

We source our raw materials from Rajkot & local markets in Ahmedabad. Raw Silver and Raw gold is generally purchased from the bullion market which is then designed and molded into gold and silver traditional & modern jewellery. Other raw material like kundan, gems stones, American diamonds etc is purchased from our suppliers.

Most of our jewelries are designed in a traditional manner as the demand for traditional jewellery is very high in the local markets of Ahmedabad and nearby localities. The design & pattern for our jewellery & ornaments is

provided by us to the job workers who manufacture our products accordingly. We sell only quality certified jewellery & ornaments to our clients.

Our Jewellery & Ornaments

Jewellery
Chain
Ring
Earring
Mangalsutra
Anklet
Zuda
Ear-chain
Necklace
Toe Ring
Bangle
Bracelet
Pendant

Our Competitive Strengths:

➤ ***Well established systems and procedures***

We have well established systems and procedures for staffing and the implementation of current and long term objectives.

➤ ***Experience of our Promoter***

Our Promoter Mrs. Pinalben Rakshitbhai Shah come with jewellery business background and is well versed in designing and distribution of jewellery & ornaments. She possess more than 5 years of experience in the functioning and management of Jewellery covering all aspects.

➤ ***Experienced management team and a motivated & efficient work force***

Our Company is managed by a team of experienced and professional personnel with experience in different aspects of jewellery and ornaments industry. They have an in-depth knowledge of the polishing and designing of jewellery, distribution, marketing and finance. We believe that our qualified and experienced management will contribute to the growth of our business operations.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company recognizes human resources as its biggest strength which has resulted in getting acknowledgement that the Company is the right destination where with the growth of the organization, value addition of individual employees is assured. The total number of employees as on 31st March, 2018 is 8.

INTERNAL CONTROL:

The Company has an adequate internal control system for safeguarding the assets and financial transactions of the Company. The strong internal control systems have been designed in such a way that not only it prevent fraud and misuse of the Company's resources but also protect shareholders interest.

**Annexure - IV to the Report of Board of Director
Secretarial Audit Report for the financial year ended on 31st March, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Veeram Ornaments Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Veeram Ornaments Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Veeram Ornaments Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2018 According to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

And in general, the Company has systems, process and procedure for the compliance of Other Laws Applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc mentioned above subject to the following:

- a) Filing of certain forms with the Ministry of Corporate Affairs required under the Companies Act, 2013 was not done in time. However for late filing of forms the Company has paid additional fees.**
- b) As per Section 203 of companies Act,2013 read with rule 8 of the companies (Appointment and Remuneration of Managerial personnel) Rules,2014 the company has not appointed Company Secretary and Chief Financial Officer during the audit period.**

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure Compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- I. Redemption/buy-back of securities.
- II. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- III. Merger/ amalgamation/ reconstruction etc.
- IV. Foreign technical collaborations.

Place: Ahmedabad
Date: 03/09/2018

Sd/-
Manohar B. Chunara
Company Secretary
Mem. No 26983
COP NO. 10093

Note: This report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report.

Annexure – 1

To,
The Members,
VEERAM ORNAMENTS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 03/09/2018

Sd/-
Manohar B. Chunara
Company Secretary
Mem. No 26983
COP No. 10093

Independent Auditor's Report

To the Members Veeram Ornaments Limited.

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Veeram Ornaments Limited.** ('the Company'), which comprise the balance sheet as at **31 March 2018**, the Statement of Profit and Loss and the Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) In our opinion with respect to internal financial control, the said Para is applicable to Company and & hereby attached as **Annexure - B**
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which are required to be transferred to the investor education and protection fund by the company.

For, Dhaval Padiya and Co.
Chartered Accountants

Dhaval Padiya
Proprietor
M No: 146291
FRN No. 140653W

Date: 30/05/2018
Place: Ahmedabad

“Annexure - A “to” the Auditors’ Report

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme of physical verification of its fixed assets. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are not held in the name of the Company. As the company has, taken immovable property on rent from the directors.
- (ii) The Company is regular in maintaining physical inventory in accordance with paragraph 3(ii) of the Order applicable to the Company.
- (iii) The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’).
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees’ state insurance and duty of excise.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
- (vii) The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (viii) The Company has not taken loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For, Dhaval Padiya and Co.
Chartered Accountants**

SD/-

Dhaval Padiya

Proprietor

M No: 146291

FRN No. 140653W

Date: 30/05/2018

Place: Ahmedabad

ANNEXURE B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Veeram Ornaments Limited.** ('the Company') as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Dhaval Padiya & Co.
Chartered Accountant**

**Sd/-
Dhaval Padiya
(Proprietor)
Firm Reg.No. 140653W
Membership No.:146291**

**Place: Ahmedabad
Date:-30/05/2018**

VEERAM ORNAMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Notes	2018	2017
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	4,31,00,150	4,31,00,150
(b) Reserves and Surplus	2	5,67,90,456	4,94,90,373
(c) Money received against share warrants			-
<u>(2) Share Application money pending allotment</u>			
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities	3	33,743	80,00,000
(d) Long Term Provisions		-	-
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	2,66,57,931	40,80,900
(c) Other Current Liabilities	5	3,15,500	10,57,714
(d) Short-Term Provisions		25,32,250	-
Total Equity & Liabilities		12,94,30,030	10,57,29,137
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block		4,78,787	4,25,714
(ii) Depreciation		2,41,850	2,05,707
(iii) Net Block		2,36,937	2,20,007
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		48,918	50,561
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<u>(2) Current Assets</u>			
(a) Current investments	7	2,64,95,061	18,61,228
(b) Inventories		6,20,82,370	6,53,59,510
(c) Trade receivables	8	-	71,95,993
(d) Cash and cash equivalents	9	3,44,49,057	1,88,07,201
(e) Short-term loans and advances	10	6,50,000	1,01,82,496
(f) Other current assets	11	54,67,687	20,52,141
Total Assets		12,94,30,030	10,57,29,137
NOTES TO ACCOUNTS		20	
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
FOR , M/S DHAVAL PADIYA & CO.		FOR, VEERAM ORNAMENTS LIMITED	
CHARTERED ACCOUNTANTS			
(CA. DHAVAL PADIYA)		(DIRECTOR)	(DIRECTOR)
(Proprietor)		PLACE: AHMEDABAD	
M No. : 146291		DATE: 30/05/2018	
FRN No.: 140653W			

VEERAM ORNAMENTS LIMITED
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2018

Sr. No	Particulars	Notes	2018	2017
I	Revenue from operations	12	27,79,01,950	7,42,43,026
II	Other Income	13	27,24,141	11,83,733
III	III. Total Revenue (I +II)		28,06,26,091	7,54,26,759
IV	Expenses:			
	Cost of materials consumed		-	-
	Purchase of Stock-in-Trade	14	26,51,48,678	11,37,59,292
	Changes in inventories of finished goods, work-in-progress and Stock-in-	15	32,77,140	(4,38,41,395)
	Employee Benefit Expense	16	4,79,877	6,56,146
	Financial Costs	17	12,802	8,121
	Depreciation and Amortization Expense	18	8,85,035	56,884
	Other Administrative Expenses	19	9,88,583	8,34,001
	Total Expenses (IV)		27,07,92,115	7,14,73,049
V	Profit before exceptional and extraordinary items and tax	(III - IV)	98,33,976	39,53,710
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		98,33,976	39,53,710
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		98,33,976	39,53,710
X	Tax expense:			
	(1) Current tax		25,32,250	10,00,000
	(2) Deferred tax		1,643	-
XI	Profit(Loss) from the period from continuing operations	(IX-X)	73,00,083	29,53,710
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		73,00,083	29,53,710
XV	Profit/(Loss) for the period (XI + XIV)		73,00,083	29,53,710
	Add:- Transfer from reserve		-	-
	Less: Proposed Dividend		-	-
	Less: Tax on Dividend		-	-
	Balance Carried Forward to Balance Sheet		73,00,083	29,53,710
XVI	Earning per equity share:			
	(1) Basic		1.69	0.69
	(2) Diluted EPS		1.69	0.69

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

FOR, M/S DHAVAL PADIYA & CO.
CHARTERED ACCOUNTANTS

FOR, VEERAM ORNAMENTS LIMITED

(CA. DHAVAL PADIYA)
(Proprietor)
M No. : 146291
FRN No.: 140653W

(DIRECTOR)

(DIRECTOR)

PLACE: AHMEDABAD

DATE: 30/05/2018

VEERAM ORNAMENTS LIMITED
STATEMENT OF CASH FLOW

PARTICULARS		FIGURES AS AT THE END OF 31st MARCH, 2018	FIGURES AS AT THE END OF 31st MARCH, 2017
A	<u>Cash Flow from Operating Activities :</u>		
	Net Profit/(Loss) before tax	98,33,976	39,53,710
	Adjustments for:		
	Finance Cost	12,802	8,121
	Depreciation	8,85,035	56,884
	Dividend Income	(21,210)	-
	Interest Income	(26,45,150)	(11,83,720)
	Realized Gain on shares	(57,779)	-
	Operating Profit before working capital changes	80,07,674	28,34,995
	Increase / (Decrease) in short term borrowings	-	-
	Increase / (Decrease) in Trade Payables	2,25,77,031	40,80,900
	Increase / (Decrease) in Other Current Liabilities	(7,42,214)	8,50,214
	(Increase) / Decrease in Inventories	32,77,140	(4,38,41,486)
	(Increase) / Decrease in Trade Receivable	71,95,993	(1,39,061)
	(Increase) / Decrease in Other Current Asset	(42,64,438)	-
	Increase / (Decrease) in Short term provision	25,32,250	-
	(Increase) / Decrease in Short Term Loans & Advances & other current assets	70,58,025	(1,26,13,210)
	Operating Profit after working capital changes	4,56,41,461	(4,88,27,648)
	Less: Income Tax Paid	-	-
	Net Cash from/ (used in) Operating Activities	(A) 4,56,41,461	(4,88,27,648)
B	<u>Cash Flow from Investing Activities :</u>		
	(Purchase)/ Sale of Fixed Assets	(53,073)	-
	(Purchase)/ Sale of Current Investments	(2,46,33,833)	(18,61,228)
	(Increase) / Decrease in Loans and Advances	-	-
	(Increase) / Decrease in Deposits	-	-
	Dividend Income	21,210	-
	Interest Income	26,45,150	11,83,720
	Net Cash from/ (used in) Investing Activities	(B) (2,20,20,546)	(6,77,508)
C	<u>Cash Flow from Financing Activities :</u>		
	Increase / (Decrease) in Long Term Borrowings	(79,66,257)	80,00,000
	Proceeds from application money pending allotment	-	-
	Proceeds from Issue of shares	-	3,96,66,800
	Proceeds from Securities Premium	-	1,97,68,200
	Adjustments of earlier years in Retained earning	-	(8,25,582)
	Finance Cost paid	(12,802)	(8,121)
	Net Cash from/ (used in) Financing Activities	(C) (79,79,059)	6,66,01,297
	Net Increase/ (Decrease) in Cash & Cash Equivalents	(A+B+C) 1,56,41,856	1,70,96,141
	Cash & Cash Equivalents as at the beginning of the year	1,88,07,201	17,11,060
	Cash & Cash Equivalents as at the end of the year	3,44,49,057	1,88,07,201
FOR ,DHAVAL PADIYA& CO. CHARTERED ACCOUNTANTS		FOR, VEERAM ORNAMENTS LIMITED	
SD/- (CA DHAVAL PADIYA) M No. : 146291 FRN No.: 140653W	SD/- (DIRECTOR)	SD/- (DIRECTOR)	PLACE: AHMEDABAD DATE: 30.06.2018

VEERAM ORNAMENTS LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note : 1 Share Capital

Sr. No	Particulars	2018	2017
1	AUTHORIZED CAPITAL		
	110000 Equity Shares of Rs. 10/- each.	11,00,000	11,00,000
	390000 Equity Shares of Rs. 10/- each.	39,00,000	39,00,000
	2500000 Equity Shares of Rs. 10/- each	2,50,00,000	2,50,00,000
	1140000 Equity Shares of Rs.10/- each	1,14,00,000	1,14,00,000
	110000 Equity Shares of Rs. 10/- each.	11,00,000	11,00,000
	81000 Equity Shares of Rs.10/- each	8,10,000	8,10,000
		4,33,10,000	4,33,10,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
	<i>To the Subscribers of the Memorandum</i>		
	10000 Equity Shares of Rs. 10/- each, Fully	1,00,000	1,00,000
	333335 Equity Shares of Rs. 10/- each, Fully	33,33,350	33,33,350
	2746680 Equity Shares of Rs. 10/- each fully	2,74,66,800	2,74,66,800
	83000 Equity Shares of Rs. 10/- each fully	8,30,000	8,30,000
	1137000 Equity Shares of Rs.10/- each fully	1,13,70,000	1,13,70,000
	Total in	4,31,00,150	4,31,00,150

Note : 2 Reserve & Surplus

Sr. No	Particulars	2018	2017
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	4,64,35,000	4,64,35,000
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (Special Reserve)	-	-
8	Surplus (Profit & Loss Account)	1,03,55,456	30,55,373
	Balance brought forward from previous year	30,55,373	8,76,684
	Less: Adjustment for earlier year Deferred Tax	-	52,889
	Less: Bonus Shares Issued	-	8,00,000
	Less: Earlier year provision for tax	-	24,040
	Less: Adjustment for earlier year	-	3,870
	Less: Tax on Regular Assessment Paid	-	-
	Less: Transfer to Profit and Loss A/c	-	-
	Add: Profit for the period	73,00,083	29,53,710
	Total in	5,67,90,456	4,94,90,373

Note : 3 Long Term Liabilities

Sr. No	Particulars	2018	2017
1	Pinal R. Shah	33,743	80,00,000
	Total in	33,743	80,00,000

Note : 4 Trade Payable

Sr. No	Particulars	2018	2017
1	Trade Payables	26657931	4080900
	Total in	2,66,57,931	40,80,900

VEERAM ORNAMENTS LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note : 5 Othe Current Liabilities

Sr. No	Particulars	2018	2017
1	Audit Fees	20,000	-
2	Director Remuneration	1,20,000	-
3	Rent Payable	1,44,000	-
4	TDS Payable	31,500	-
	Total in `	3,15,500	10,57,714

Note : 6 Short Term Provisions

Sr. No	Particulars	2018	2017
	Provision For Tax	25,32,250	-
	Total in `	25,32,250	-

Note : 7 Investments

Sr. No	Particulars	2018	2017
	Investments	2,64,95,061	18,61,228
	Total in `	2,64,95,061	18,61,228

Note : 8 Trade Receivable

Sr. No	Particulars	2018	2017
	Trade Receivable	-	71,95,993
	Total in `	-	71,95,993

Note : 9 Cash & Cash Equivalent

Sr. No	Particulars	2018	2017
1	<u>Cash-in-Hand</u>		
	Cash Balance	18,687	27,378
	Sub Total (A)	18,687	27,378
2	<u>Bank Balance</u>		
	Central Bank - 8860	2,84,463	29,08,248
	Fixed Deposit CBI	3,41,45,907	2,16,88,071
	Sub Total (B)	3,44,30,370	1,87,79,823
	Total [A + B]	3,44,49,057	1,88,07,201

Note : 10 Short Term Loans & advances

Sr. No	Particulars	2018	2017
	Short Term Loans and Advances	6,50,000	1,01,82,496
	Total [A + B]	6,50,000	1,01,82,496

Note : 11 Other Current Assets

Sr. No	Particulars	2018	2017
	Other Current Assets	54,67,687	20,52,141
	Total [A + B]	54,67,687	20,52,141

VEERAM ORNAMENTS LIMITED

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2018

Schedule :5 Fixed Asset

Sr. No	Particulars	Gross Block				Depreciaton				*Transfer to/ from Retained Earnings	Net Block	
		As on 01/04/2017	Addition during the year	Deduction during the year	As on 31/03/2018	As on 01/04/2017	Addition during the year	Deduction during the year	As on 31/03/2018		WDV as on 31.03.2018	WDV as on 31.03.2017
1	Computer	1,23,714	22,000	-	1,45,714	85,118	24,925	-	1,10,043	-	35,671	38,596
2	Music System	3,02,000	-	-	3,02,000	1,20,589	10,286	-	1,30,875	-	1,71,125	1,81,411
3	Scooty		31,073		31,073		932		932		30,141	-
	TOTAL	4,25,714	53,073	-	4,78,787	2,05,707	36,143	-	2,41,850	-	2,36,937	2,20,007

VEERAM ORNAMENTS LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note : 12 Revenue From Operation

Sr. No	Particulars	2018	2017
1	Sales	27,77,66,400	7,42,43,026
2	Job work Income	1,35,550	
	Total in	27,79,01,950	7,42,43,026

Note : 13 Other Income

Sr. No	Particulars	2018	2017
1	Dividend Income	21,210	-
2	Interest On FD	23,17,087	6,75,791
3	Other Interest	3,28,065	5,07,929
4	Profit on sale of shares	57,779	13
	Total in	27,24,141	11,83,733

Note : 14 Purchase of Stock in Trade

Sr. No	Particulars	2018	2017
1	Purchases	26,51,48,678	11,37,59,292
	Total in	26,51,48,678	11,37,59,292

Note : 15 Changes in Inventories

Sr. No	Particulars	2018	2017
1	Opening Stock	6,53,59,510	2,15,18,115
2	Closing Stock	6,20,82,370	6,53,59,510
	Total in	32,77,140	4,38,41,395

Note : 16 Employment Benefit Expenses

Sr. No	Particulars	2018	2017
1	Directors Remuneration	1,20,000	50,000
2	Salary Expense	3,59,877	6,06,146
	Total in	4,79,877	6,56,146

Note : 17 Financial Cost

Sr. No	Particulars	2018	2017
1	Bank Charges	12,802	8,121
	Total in	12,802	8,121

Note : 18 Depreciation & Amortised Cost

Sr. No	Particulars	2018	2017
1	Depreciation	36,143	56,884
2	Amortised cost	8,48,892	
	Total in	8,85,035	56,884

VEERAM ORNAMENTS LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note : 19 Other Administrative Expenses

Sr. No	Particulars	2018	2017
1	Audit Fee	25,500	7,500
2	Rent Expense	1,44,000	1,44,000
3	Labour Expenses	-	54,400
4	Legal and Professional Fees	4,14,117	16,500
5	Shop expense	41,005	5,79,277
6	Conveyance Expense	7,680	32,324
7	Other Expenses	3,56,281	-
	Total in `	9,88,583	8,34,001

Veeram Ornaments Limited

Significant Accounting Policies and Notes forming parts of Accounts

Note: 20

NOTES ON ACCOUNTS

1. Previous year's figures are regrouped/rearranged wherever necessary.
2. Provision for Taxation for the current year has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
3. The balances of Loans and Advances are subject to their confirmation and reconciliation if any.
4. Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.
5. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.
6. Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company.

a) Payment to Statutory Auditors

	Current Year	Previous Year
1. Audit Fees	7500/-	7500/-

7. There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

**FOR, DHAVAL PADIYA & CO.
CHARTERED ACCOUNTANTS
FRN NO:-140653W**

FOR AND ON BEHALF OF THE BOARD

**CA DHAVAL PADIYA
PROPRIETOR
MEM. NO.: 146291**

(Director)

(Director)

**Place: Ahmedabad
Date: 30.05.2018**

**Place: Ahmedabad
Date: 30.05.2018**

Significant Accounting Policies

A. Basis of preparation of Financial Statements

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with applicable accounting standards referred to in section 133 read with rule 7 of the Companies (Accounts) rules, 2014.

Accounting policies not specifically referred to otherwise are consistent and in accordance with the generally accepted accounting principles

B. Revenue Recognition

Sales are recorded exclusive of Taxes.

C. Fixed Assets

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation, including financial cost till such assets are ready for its intended use.

D. Depreciation

Depreciation is charged on written down value method as per Companies Act 2013.

E. Impairment of Assets

Impairment of assets if any is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

F. Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost in respect of inventories is ascertained on Weighted Average Method.

G. Investments

Long Term Investments are stated at cost. Provision for diminution if any in value of assets is only made when the same is of permanent nature.

H. Retirement Benefits

- i As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.
- ii It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

I. Prior Period Items

Significant items of Income or Expenditure, which relates to the prior accounting periods, are accounted in the Profit and Loss Account under the head “prior year Adjustments” other than those occasioned by the events occurring during or after the close of the year and which are treated as relatable to the current year.

J. Borrowing Cost

Borrowing cost on working capital is charged against the profit & loss account in which it is incurred.

Borrowing costs that are attributable to the acquisition or construction or manufacture of qualifying assets are capitalized as a part of the cost of such assets till the date of acquisition or completion of such assets. In respect of suspended project for extended period, borrowing costs are not capitalized for such period.

K. Taxes on Income

Taxes on income of the current period are determined on the basis of taxable income and credits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable and virtual certainty as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

L. Provision, Contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but the same is disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

M. Applicability of AS-18

In accordance with the requirements of Accounting Standard-18 (AS-18) “Related Party Transaction” issued by the Institute of Chartered Accountants of India, the following persons are considered as Related Party as define in AS-18:

Sr. No	Name	2017-18	Relationship	Nature of transaction
1.	Pinal R. Shah	60000	Director	Remuneration
2.	Rakshit M. Shah	60000	Director	Remuneration

N. Foreign Currency Transaction

There are no such foreign currency transactions during the year.

O. C/F Value of Import Raw Materials: NIL

P. Expenditure in Foreign Currency: NIL

Q. Earning per Share: The Earning Per Share (AS-20) has been computed as under:

(a) Profit after tax	Rs. 76,56,364/-
(b) Equity Share (In Number)	No. 43,10,015
(c) Nominal value of share	Rs. 10 per share
(d) EPS	Rs. 1.78/-

**FOR, DHAVAL PADIYA & CO.
CHARTERED ACCOUNTANTS
FRN NO:-140653W**

FOR AND ON BEHALF OF THE BOARD

**CA DHAVAL PADIYA
PROPRIETOR
MEM. NO.: 146291**

(Director) (Director)

**Place: Ahmedabad
Date: 30.05.2018**

**Place: Ahmedabad
Date: 30.05.2018**



Registered Office: Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road,
Ahmedabad – 382350, Gujarat

Email- info@veeramornaments.com MoNo- 9925266150 Website: www.veeramornaments.com

7th Annual General Meeting – Saturday, 29th September, 2018

ATTENDANCE SLIP

Folio No. /Client Id:	
Name of Shareholder:	
Address of Shareholder:	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Saturday, 29th September, 2018 at 3.00 PM at **Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad – 382350, Gujarat**

Signature of the Member

Notes:

- A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- B. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.



Registered Office: Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road,
Ahmedabad – 382350, Gujarat

Email- info@veeramornaments.com MoNo- 9925266150 Website: www.veeramornaments.com

Form MGT-11 PROXY FORM

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

7th Annual General Meeting – Saturday, 29th September, 2018

Name of the shareholder(s): _____

Registered Address: _____

E-mail ID: _____ Folio No ./Client Id : _____ DP ID : _____

I/We, being member(S) of **Veeram Ornaments Limited**, holding _____ share of the company, hereby appoint

A: Name _____

Address: _____

E-mail ID: _____ Signature: _____

Or failing him/her

B: Name _____

Address: _____

E-mail ID: _____ Signature: _____

Or failing him/her

C: Name _____

Address: _____

E-mail ID: _____ Signature: _____

Or failing him/her

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 7th Annual General Meeting of the Company to be held on – Saturday, 29th September, 2018 at 3.00 PM at **Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad – 382350, Gujarat** And/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resol ution No.	Resolution	VOTING	
		FOR	AGAINST
ORDINARY BUSINESS			
1.	To receive, consider and adopt Audited Financial Statement of the Company for the financial year ended on March 31 st , 2018 together with Report of Board of Directors and Auditors' Report thereon.		
2.	To consider and approve the declaration of dividend of Rs. 0.50/- per equity share of the face value of Rs.10 each.		
3.	To Appoint a Director in place of Mr. Rakshit M. Shah (DIN: 03461560) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		

4.	To Appoint M/s. PARTH SHAH AND ASSOCIATES., Chartered Accountant, Ahmedabad (FRN: 144251W) as statutory auditor and fix their remuneration in consultation with the Board and in this regard to pass the resolution as an Ordinary Resolution:		
SPECIAL BUSINESS			
4.	To Appoint Mr. Satish V. Sheth (DIN: 00065924) as an Independent Director of the Company.		

Signed this..... day of..... 20....

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.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

**Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road,
Ahmedabad – 382350, Gujarat**

