



VEERAM INFRA ENGINEERING LIMITED

Date: 09.03.2019

To,
The Manager,
Listing Department,
BSE Ltd,
PJ Tower, Dalal Street,
Mumbai 400 001

REF: VEERAM INFRA ENGINEERING LIMITED (Scrip Code-542046)

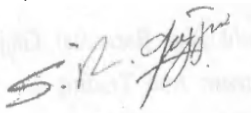
Dear Sir,

Sub: Notice of Postal Ballot dated 08th March, 2019

With reference to the captioned subject, Please find attached the notice of postal ballot alongwith ballot form as circulated to the shareholder whose name appears in the list of beneficial owner/Register of Member as on Friday, 08th March, 2019 i.e. Cut-off date.

This is for your information.

Thanking You
For, Veeram Infra Engineering Ltd


Satish Gajjar
Managing Director



Registered Office:

Basement Medicare Centre B/h. M. J. Library,
Opp Stock- Exchange, Ellisbridge,
Ahmedabad – 380006, Gujarat, India
CIN: U70100GJ1994PLC021483

M. No - +9179 4892 1375, 98240 50699
Email Id: complianceviel@gmail.com
Website: www.veeraminfra.com



VEERAM INFRA ENGINEERING LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules there under]

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, to transact the Special Businesses, set out in this Notice, as Special Resolutions, through Postal Ballot by the Members of Veeram Infra Engineering Limited ("the Company")

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope.

You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer, at the Corporate Office of the Company at Basement Medicare Centre, Behind M. J. Library, Opp. Stock Exchange Ellisbridge, Ahmedabad, Gujarat, 380006, India, on or before 5:00 P.M. on April 8, 2019, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Board of Directors of the Company has appointed CS Manoharbai B. Chunara, Companies Secretaries in Whole Time Practice (Ahmedabad) (ICSI Membership no.: 26983, COP: 10093) , as the Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Company latest by 6:00 PM on April 8, 2019. The result of the Postal Ballot will be announced on April 8, 2019 at the Company's corporate office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.veeraminfra.com and shall also be displayed at the Company's registered office.

SPECIAL BUSINESS:

Item No. 1:

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, for change in the name of the Company from 'VEERAM INFRA ENGINEERING LIMITED' to 'VIVID MERCANTILE LIMITED' and consequent amendment to Memorandum of Association and Articles of Association of the Company:

Registered Office:

Basement Medicare Centre B/h. M. J. Library,
Opp Stock- Exchange, Ellisbridge,
Ahmedabad – 380006, Gujarat, India
CIN: U70100GJ1994PLC021483

M. No - +9179 4892 1375, 98240 50699
Email Id: complianceviel@gmail.com
Website: www.veeraminfra.com

“RESOLVED THAT pursuant to the provisions of Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s),and subject to the approvals, consents, sanctions and permissions of Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from ‘Veeram Infra Engineering Limited’ to ‘Vivid Mercantile Limited’.

“RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is **‘VIVID MERCANTILE LIMITED’**.

RESOLVED FURTHER THAT the name of the Company “Veeram Infra Engineering Limited” wherever appearing in the Memorandum and Articles of Association be changed to “Vivid Mercantile Limited”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.

Item No. 2:

To consider and, if thought fit, to pass the following resolution, as a Special Resolution, to alter/amend existing Clause III [A], the Object Clause, of the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to alter the clause III(A) of Memorandum of Association of the Company (“MOA”) by deleting and replacing with following:-

III[A] The Objects for which the company is established are:

1. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by- products, spares or accessories thereof, on retail as well as on wholesale basis.
2. To carry on business of development of real estate, keeping the whole eco-friendly environment, land, buildings, roads, infrastructure projects, dams, canals, bridges, highways, irrigation projects, air ports, and to construct, develop railways, tram ways, water tanks, reservoirs, marine structure, residential, commercial and industrial buildings, water supply projects, sewer projects, storm water pipeline, excavation, development of Special Economic Zones (SEZs) for information technology industries, electronics, electric, pharmaceuticals, multi products, agricultural industries power projects, design of structure and any type of civil

construction, repairing, renovation, removal and real estate business individually or jointly with any private party or government, local or other bodies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.

**BY ORDER OF THE BOARD OF DIRECTORS OF
VEERAM INFRA ENGINEERING LIMITED**

**Place: Ahmedabad
DATE: 08TH MARCH, 2019**

**SD/-
SATISHKUMAR RAMANLAL GAJJAR
MANAGING DIRECTOR**

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on March 08, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote.
5. The Board of Directors has appointed CS Manoharbai B. Chunara, Companies Secretaries in Whole Time Practice (Ahmedabad) as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. You are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on April 08, 2019. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.
8. Documents related to the abovementioned resolution are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till April 08, 2019.
9. For voting, please read carefully the "Procedure/instructions for voting" enumerated herein: **PROCEDURE/INSTRUCTIONS FOR VOTING:** Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.
10. Eligible Members who have not received the Postal Ballot Notice or received the Postal Ballot notice can download the form from the link from the website of the Company www.veeraminfra.com
11. Member cannot exercise his / her vote by proxy on Postal Ballot.
12. The Scrutinizer's decision on the validity or otherwise of Postal Ballot will be final.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice:

Item nos. 1 & 2

The Board of Directors of the Company in its meeting held on 06th March, 2019 decided to change the name of the Company from 'VEERAM INFRA ENGINEERING LIMITED' TO 'VIVID MERCANTILE LIMITED'. The Company is engaged in the Real Estate business. However the Company now wants to add the business of Trading of general mercantile goods in the object. Hence the Company needs to align its Name, Object as per the newly changed business activity by altering its object clause of Memorandum of Association. Board considered the same as suitable name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. The name "Vivid Mercantile Limited" has been duly approved and made available for changing the name by the Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated 08th March, 2019 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such Alteration in the Main Objects and in ancillary objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice. The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00A.M. and 1.00 P.M. up to the last date for receiving the postal ballot forms.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1&2 as set out in this Notice.

**BY ORDER OF THE BOARD OF DIRECTORS OF
VEERAM INFRA ENGINEERING LIMITED**

**Place: Ahmedabad
DATE: 08TH MARCH, 2019**

**SD/-
SATISHKUMAR RAMANLAL GAJJAR
MANAGING DIRECTOR**

Encl:

- 1. Postal Ballot Form**
- 2. Prepaid Business Reply Envelop**



VEERAM INFRA ENGINEERING LIMITED

POSTAL BALLOT FORM

REGISTERED FOLIO NO.	DP ID NO.	CLIENT ID NO.	NUMBER OF SHARES HELD

Name and Address of the Sole

/First named shareholder

Joint Holder's Name (if any)

I / We hereby exercise my / our vote in respect of the Ordinary/ Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution summary	No. of shares held by me	I assent to the resolution Please tick(✓)	I dissent to the resolution Please tick(✓)
1	Special Resolution – Change in name of the Company from 'VEERAM INFRA ENGINEERING LIMITED' to 'VIVID MERCANTILE LIMITED'			
2	Special Resolution – Change in object clause of Memorandum of Association.			

Place :

Date :

Signature of the Member

(contd.....)

Registered Office:

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CIN: U70100GJ1994PLC021483

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Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
4. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'
5. The votes of a Member will be considered invalid on any of the following grounds
 - a) If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b) if the Member's signature does not tally;
 - c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) If the form other than the one issued by the company is used;
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before April 08, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be sent at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. March 08,2019.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.

Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.