



3<sup>rd</sup> September, 2016

**BSE Limited**  
**Corporate Relationship Department**  
**Phiroze Jeejeebhoy Tower,**  
**Dalal Street,**  
**Mumbai – 400 001**

**Ref.: Scrip Code No. 512 229**

**Sub.: Submission of Notice of 31<sup>st</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

As per provision of relevant regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby submit the notice of forthcoming 31<sup>st</sup> Annual General Meeting of the Company which is to be held on Friday, 30<sup>th</sup> day of September, 2016 at 11:30 am at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai – 400 020.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **VERITAS (INDIA) LIMITED**

**Rajaram Shanbhag**  
**Chief Financial Officer**



**Encl.:** As above



**Veritas (India) Limited**

CIN: L23209MH1985PLC035702

Website: [www.veritasindia.net](http://www.veritasindia.net)

NOTICE is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of VERITAS (INDIA) LIMITED will be held on Friday, 30<sup>th</sup> September, 2016 at 11.30 am at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Mr. Saurabh Sanghvi (DIN 02000411), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of Audit Committee and the Board of Directors and pursuant to the approval of members at the Thirty First Annual General Meeting, the Company hereby ratifies the appointment of M/s. Shabbir & Rita Associates LLP, Chartered Accountants, Mumbai, (Firm Registration No. 109420W) as the Statutory Auditors of the Company to hold the office till the conclusion of Thirty Second Annual General Meeting on a remuneration to be fixed by the Board of Directors, plus out of pocket expenses as may be incurred by them for the performance of their duties in connection with the audit for the financial year ended 31<sup>st</sup> March, 2017.”

**SPECIAL BUSINESS:**

**5. To appoint Mr. Rajarangamani Gopalan as an Independent Director of the Company**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Rajarangamani Gopalan (DIN 01624555), who was appointed as an Additional Director by the Board of Directors with effect from May 24, 2016 pursuant to Section 161(1) of the Act and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for five consecutive year from May 24, 2016.”

By Order of the Board of Directors

Mumbai  
August 12, 2016

Sd/-  
Nitin Kumar Didwania  
Chairman & Director  
DIN:00210289

Registered Office:

Veritas House, 3<sup>rd</sup> Floor,  
70 Mint Road, Fort,  
Mumbai - 400001  
Phone no: 91 22 2275 5555/6184 0000  
Fax: 91 2275 5556/6184 0001  
Email: [corp@veritasindia.net](mailto:corp@veritasindia.net)  
Website: <http://www.veritasindia.net>

**NOTES:**

- a) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member or Shareholder. The instrument appointing the proxy shall be deposited at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on

behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as may be applicable.

- c) An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or bear the same date without specific mention of time, all such proxies shall be considered as invalid.
- d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member can inspect the proxies lodged, at any time during the business hours of the company between 10:00 a.m. to 1:00 p.m. provided that not less than three days' notice in writing of the intention so to inspect is given to the company.
- e) Any Corporate Members intending to send their authorized representatives to attend the Annual General Meeting in terms of Section 113 of the Act of Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- f) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order names as per the Register of Members of the Company will be entitled to vote.
- g) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of annual book closure.
- h) Members, Proxies and Authorized Representatives are requested to bring Attendance Slip duly completed and signed as per their specimen signature registered with the Company for admission to the meeting. Members who hold shares in demat form are requested to bring their DP ID and Client ID / Folio No. for identification.
- i) Members holding the shares in dematerialized form are requested to intimate all the changes pertaining to bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- j) Members holding shares in physical form are requested to send/notify any changes in their address/bank mandate to the Company or the Company's Registrar and Share Transfer Agent.
- k) Members are requested to hand over the enclosed Attendance Slip duly signed in with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in demat form are requested to bring their Client ID and DP ID numbers for identification.
- l) The Securities and Exchange Board of India has made it mandatory (by circular dated March 21, 2013) for all listed companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for depositing of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records.
- m) The Securities Exchange Board of India (SEBI) for securities market transactions and/or off-market transactions or private transactions involving the transfer of shares in physical form has mandated the submission of Permanent Account Number (PAN) by every

participant in securities market. Members holding shares in demat form are, therefore requested to submit the copy of their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.

- n) Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filed to the Registrar and Transfer Agents, Universal Capital Securities Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
- o) In terms of Sections 205A read with 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). However, as confirmed by RTA there are no unpaid or unclaimed dividends on equity shares of the Company, which remained unclaimed for a period of seven years and needs to be, transferred to the IEPF under Section 205C of the Companies Act, 1956.
- p) Members, who have not yet encashed their dividend warrant(s), for any dividends declared after the aforesaid dividends, are requested to forward their claims to the Registrar and Transfer Agents, M/s. Universal Capital Securities Private Limited or to the Company at its registered office address. It may be noted that once the unclaimed dividend is transferred to the IEPF, as above, no claim shall lie against the Company.
- q) Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository. Accordingly, the Notice of the Meeting along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes.
- r) Members may also note that the Notice of 31<sup>st</sup> AGM and the Annual Report 2015-16 will also be available on the Company's website [www.veritasindia.net](http://www.veritasindia.net) and also on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) . Physical copies of the same will also be available at the Company's Registered Office for inspection during business hours on working days except for Saturday and Sundays up to the date of the Meeting.
- s) In terms of Section 152 of the Act, Mr. Saurabh Sanghvi (DIN 02000411), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief resume of Mr. Saurabh Sanghvi and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India is attached hereunder, along with details of companies in which he is a Director/Chairman and the Board Committees in which they are Member/Chairman.
- t) The Route map for the venue of the AGM is annexed.

## Voting through the electronic means

1. Pursuant to Section 108 of Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement), 2015 the Company will provide remote e-voting as an option to members to exercise their vote on resolutions proposed to be considered at the Annual General Meeting. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The facility of casting the votes by the members using the electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by Central Depository Securities Limited (CSDL).

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

Commencement of e-voting	From 9:00 a.m. of September 27, 2016
End of e-voting	Up to 5:00 p.m. of September 29, 2016

Remote e-voting shall not be allowed beyond 5:00 p.m. of September 29, 2016. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The cut-off date for the purpose of remote e-voting is Friday, September 23, 2016.

2. The Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) to the Scrutinizer appointed by the Board of Directors of the Company. Members who have cast their votes by remote e-voting or by Ballot Papers prior to the AGM may also attend the Meeting but shall not be able entitled to cast their vote again. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, September 23, 2016 have the option to request for physical copy of the Ballot Form by sending an e-mail to [corp@veritasindia.net](mailto:corp@veritasindia.net) or by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5:00 p.m. on September 29, 2016 will be treated as invalid.
3. The “cut-off date” for determining the eligibility for voting either through electronic voting system or ballot process is fixed at Friday, September 23, 2016. During this period, shareholders’ holding shares either in physical form or in dematerialised form, as on the cutoff date shall be entitled to avail the facility of remote e-voting. The remote e-voting module shall be disabled by CSDL for voting thereafter.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2016.
5. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. either through remote e-voting or by Voting facility provided at the Meeting. If a Member cast vote by more than one mode, then voting done through remote e-voting shall prevail and the voting through voting facility provided at the Meeting shall be considered as invalid.

6. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Share Transfer Agent. However, if you are already registered with CSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com).

7. The Board of Directors of the Company has appointed Ms. Mansi Damania (Membership No. FCS 7447), of M/s. JMJA & Associates LLP, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two working days of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results forthwith.

9. The results of the voting on the resolution at the AGM shall be declared by the Chairman or his authorized representative or anyone of the Directors of the Company on/or after the date of the AGM within the prescribed time limits and shall be communicated to the stock exchanges.

10. Pursuant to Regulation 44 of the SEBI Listing Regulations, the results once declared along with Scrutinizer’s Report shall be placed on the Company’s website [www.veritasindia.net](http://www.veritasindia.net) and the website of CSDL [www.evotingindia.com](http://www.evotingindia.com).

11. The Scrutinizers decision on the validity of remote e-voting and ballot process will be final.

### **PROCESS FOR MEMBERS OPTING FOR E-VOTING:**

Members are requested to follow the instructions below to cast their vote through e-voting:

**A. In case of members receiving e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

- a) Open the internet browser by typing the following URL: <https://www.evotingindia.com>
- b) Click on Shareholder – Login
- c) If you are already registered with CDSL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com).
- d) If you are logging in for the first time, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digits' alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>•Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number which is mentioned in address label as Sr. No. affixed on Annual Report, in the PAN field.</p> <p>•In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account.</p> <p>•Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- e) After entering these details appropriately, click on “SUBMIT” tab.
- f) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h) Once the home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- i) Select “EVSN” (Electronic Voting Sequence Number) for Veritas (India) Limited.
- j) Now you are ready for remote e-voting as Cast Vote page opens.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes casted by clicking on “Click here to print” option on the Voting page.
- p) Note for Institutional Shareholders (other than individual, HUF, NRI etc.)



- ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ✓ After receiving the login details, they have to create compliance user using the admin login and password. The Compliance would be able to link the account(s) for which they wish to vote on.
- ✓ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**B. In case a Member receives physical copy of the Notice (whose e-mail ID is not registered with the Company/Depository Participant(s))**

- a) Initial password is provided as per the format given below at the bottom of the Attendance Slip for the AGM: EVSN (E-Voting Sequence Number) USER ID PASSWORD/PIN
- b) Please follow all steps in SI No. (a) to SI No. (p) above to cast vote.

C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting user manual for shareholders available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business item mentioned under item No. 5 of the accompanying Notice

In accordance with the provisions of Section 149 of the Companies Act, 2013 (Act) read with SEBI listing Regulation, the Company is required to have at least one-half of the total number of Directors as Independent Directors who are not liable to retire by rotation and who shall hold office for a term of up to five years. They may be appointed for a maximum of two consecutive terms.

Mr. Rajarangamani Gopalan was appointed as an Additional Director on May 24, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act) read with Article No. 45 of the Articles of Association of the Company in the capacity of Independent Directors and hold office of Director up to the date of the ensuing Annual General Meeting.

The Company has received a consent from Mr. Gopalan and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and meet the criteria of independence as prescribed under Section 149(6) of the Act and under SEBI Listing Regulation. In this regard requisite notice in writing under Section 160 of the Act from a member, along with a deposit of requisite amount has been received, proposing the

appointment of Mr. Gopalan as candidate for the office of Independent Director of the Company.

The terms and conditions of appointment of Mr. Rajarangamani Gopalan, shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Brief resume of Mr. Rajarangamani Gopalan:

<b>Name of Directors</b>	Mr. Rajarangamani Gopalan
<b>Date of Birth</b>	20th April 1952
<b>Date of Appointment</b>	24th May, 2016
<b>Qualification</b>	MPA from John F Kennedy School of Govt, Harvard University., MA, USA MA from Boston University, MA, USA
<b>Expertise in specific functional areas</b>	Has rich and varied experience including experience at Ministry of Commerce and Industry
<b>Board Membership of other companies</b>	Sundaram -Clayton Limited
<b>Membership/Chairmanship of Committees of other Companies</b>	NIL

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

**ANNEXURES to the Notice**

**Details of Directors seeking Re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement), 2015**

<b>Name of Directors</b>	Mr. Saurabh Sanghvi
<b>Date of Birth</b>	05-08-1974
<b>Date of Appointment</b>	November 01, 2014
<b>Qualification</b>	B.com
<b>Expertise in specific functional areas</b>	Has rich and varied experience in the field of trading in iron and steel products
<b>Board Membership of other companies as on March 31, 2016</b>	Neolite Polymer Industries Private Limited Veritas Polychem Private Limited Hazel Infra Limited Groupe Veritas Limited Hazel Mercantile Limited Sanman Trade Impex Limited Aspen International Private Limited Titly Barter Private Limited India Fintrade Limited Revive Securities Private Limited Priceless Investrade Private Limited
<b>Membership/Chairmanship of Committees of other Companies as on March 31, 2016</b>	NIL

For other details such as number of shares held, number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.

**VERITAS (INDIA) LIMITED**

CIN: L23209MH1985PLC035702

Reg. Office: Veritas House, 3<sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai – 400001

Tel No.: +91 22 22755555/61840000, Fax No.: +91 22 22755556/61840001,

Website: [www.veritasindia.net](http://www.veritasindia.net) Email: [corp@vertiasindia.net](mailto:corp@vertiasindia.net)**FORM No. MGT-11****PROXY FORM**

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

Name of the Member			
Registered Address			
Email Id			
Folio No/ Client Id		DP ID	

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

1.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting of the Company to be held on Friday, September 30 2016 at 11.30 AM at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	For	Against
<b>Ordinary Resolution</b>			
1.	Adoption of audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon		

2.	Confirmation of final dividend for the financial year ended March 31, 2016		
3.	Re-appointment of Mr. Saurabh Sanghvi as the Whole-Time Director of the Company		
4.	Ratification of appointment of Auditors and fix their remuneration		
Special Business			
5.	Appointment of Mr. Rajaragamani Gopalan as an Independent Director		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
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**Notes:**

1. 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.
2. It is optional to put a "P" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The Proxy-holder shall prove his identify at the time of attending the Meeting.

**VERITAS (INDIA) LIMITED**

CIN: L23209MH1985PLC035702

Reg. Office: Veritas House, 3<sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai – 400001

Tel No.: +91 22 22755555/61840000, Fax No.: +91 22 22755556/61840001,

Website: [www.veritasindia.net](http://www.veritasindia.net) Email: [corp@vertiasindia.net](mailto:corp@vertiasindia.net)

**ATTENDANCE SLIP**

THIRTY FIRST ANNUAL GENERAL MEETING ON FRIDAY, September 30, 2016 AT 20  
Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020.

Folio No. / DP ID & Client	
ID*	
No. of Shares held	

\* **Applicable in case shares are held in electronic form.**

I/We certify that I/We am/are registered member/ proxy for the registered member of the Company.

I/We hereby record my presence at the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Company to be held at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020 at 11.30 AM on Friday, September 30, 2016.

\_\_\_\_\_  
Signature of Member/Proxy

Member's / Proxy's name in **BLOCK** letters

**Note:** Please fill up this attendance slip and hand over it over at the entrance of the meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

**VERITAS (INDIA) LIMITED**

CIN: L23209MH1985PLC035702

Reg. Office: Veritas House, 3<sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai – 400001

Tel No.: +91 22 22755555/61840000, Fax No.: +91 22 22755556/61840001,

Website: [www.veritasindia.net](http://www.veritasindia.net) Email: [corp@vertiasindia.net](mailto:corp@vertiasindia.net)**BALLOT FORM****(In lieu of remote e-voting facility for 31<sup>st</sup> Annual General Meeting being held on September 30, 2016)**

1.	Name and registered address of the Sole/first name Member	
2.	Name of the joint holder(s) if any	
3.	Registered Folio No. / DP ID No. & Client ID No.	
4.	Number of shares held	

I/ We, hereby exercise my/our vote in respect of the business to be transacted at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday, September 30, 2016 set out in the Notice dated August 12, 2016 of the Company convey my/our assent (FOR) or dissent (AGAINST) to the resolutions by placing the tick mark (P) in the appropriate box below:

<b>Resol ution No.</b>	<b>Description</b>	<b>No. of Shares held</b>	<b>I/we assent to the resolution (FOR)</b>	<b>I/we dissent to the resolution (AGAINST)</b>
1.	Adoption of audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon			
2.	Confirmation of final dividend for the financial year ended March 31, 2016			
3.	Re-appointment of Mr. Saurabh Sanghvi as the Whole-Time Director of the Company			
4.	Ratification of appointment of Auditors and fix their remuneration			
5.	Appointment of Mr. Rajaragamani Gopalan as an Independent Director			

Place: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the Member)

Date: \_\_\_\_\_

**Note:** Please read the instruction carefully printed in the Notice of the AGM before completing this form.