



Veritas [India] Limited

29th August, 2017

The Manager
Listing Department,
Bombay Stock Exchange Limited,
P. J. Tower,
Dalal Street,
Mumbai – 400 001.

Reference No.: BSE/HB/2017-2018/17

Scrip Code No.: 512 229

Sub: Notice of 32nd Annual General Meeting

Respected Sir/Madam,

As per relevant provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby submit the notice of forthcoming 32nd Annual General Meeting of the Company which is to be held on Friday, 22nd September, 2017 at 11.30 A.M. at 20 Downtown Hall, 2nd Floor, Eros Theatre Building, Churchgate, Mumbai – 400 020.

Kindly take the above on your record.

Thanking you.

Yours faithfully
for VERITAS (INDIA) LIMITED

Prasad A Oak
Vice President - Legal and
Company Secretary



Encl.: As above

VERITAS (INDIA) LIMITED

CIN: L23209MH1985PLC035702

Website: www.veritasindia.net

NOTICE is hereby given that the Thirty-Second Annual General Meeting (AGM) of the Members of **VERITAS (INDIA) LIMITED** will be held on Friday, 22nd day September, 2017 at 11:30 AM at 20 Downtown Hall, 2nd 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 31st March, 2017, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of Statutory Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint Mr. Nitin Kumar Didwania (DIN 00210289), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the new 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 the Audit Committee and the Board of Directors and pursuant to the approval of members at the Thirty-Second Annual General Meeting, the Company hereby appoints. M/s. M. P. Chitale, Chartered Accountants, Mumbai, (Firm Registration No. 101851W) as the new Statutory Auditors of the Company to hold the office till the conclusion of Thirty-Seventh Annual General Meeting (i.e. from F.Y. 2017-2018 to F.Y. 2021-2022) on a remuneration to be fixed by the Board of Directors, subject to ratification at each Annual General Meeting.”

SPECIAL BUSINESS:

5. **To Regularise the Appointment of Mrs. Kamala Aithal (DIN:07832519) 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, 150, 152 and 161 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) Mrs. Kamala Aithal (DIN 07832519),

who was appointed as an Additional Independent Director by the Board of Directors with effect from 25th May, 2017, 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 her candidature for the office of Director and who has submitted a declaration that she 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 the term of five years from 25th May, 2017.”

6. To consider re-appointment of Mr. Saurabh Sanghvi (DIN: 02000411) as a Whole-time Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Saurabh Sanghvi as a Whole-time Director of the Company for the period commencing from 1st November, 2017 till 30th September, 2022, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.”

“**RESOLVED FURTHER THAT** any one of the Director be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

**Prasad A Oak
Vice President - Legal &
Company Secretary**

Place: Mumbai

Date: 11th August, 2017

Registered Office:

Veritas House, 3rd 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

Website: <http://www.veritasindia.net>

NOTES:

- a) In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meeting, an explanatory statement setting out the material facts concerning business to be transacted at the Annual General Meeting (AGM) is annexed and forms part of this Notice.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c) 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. Proxy form is annexed to this Notice.
- d) Proxy holder shall prove his/her identity with a valid photo identity card at the time of attending the Meeting.
- e) 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.
- f) 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.
- g) Any Corporate Members intending to send their authorized representatives to attend the Annual General Meeting in terms of Section 113 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.
- h) 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.

- i) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for the purpose of annual book closure.
- j) 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 hall. Members who hold shares in demat form are requested to bring their DP ID and Client ID / Folio No. for identification.
- k) Members holding the shares in dematerialized form are requested to intimate all the changes pertaining to bank their 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.
- l) Members holding shares in physical form are requested to send/notify any changes in their address/bank mandate, if any, to the Company or the Company's Registrar and Share Transfer Agent.
- m) 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.
- n) The Securities and Exchange Board of India (SEBI) 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.
- o) The Securities Exchange Board of India (SEBI) for securities market transactions and/or off-market transactions or private transaction 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 in case they have not submitted their details till date. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.
- p) 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 Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing nomination facilities.

- q) As provided in the Section 124 sub section (5) of the Companies Act, 2013, 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 124 sub sections (5) of the Companies Act, 2013.
- r) 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, Universal Capital Services Limited or 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.
- s) 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 2016-2017 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 at their addresses registered with the Company.
- t) Members may also note that the Notice of 32nd AGM and the Annual Report 2016-2017 will also be available on the Company's website www.veritasindia.net and also on the website of CDSL i.e. 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.
- u) In terms of Section 152 of the Companies Act, 2013, Mr. Nitin Kumar Didwania (DIN: 00210289), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. Accordingly a brief resume of Mr. Nitin Kumar Didwania and information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2 issued by the Institute of Companies Secretaries of India is attached hereunder, along with the details of the companies in which he is Director/Chairman and the Board committees in which he is chairman/member.
- v) The route map for the venue of Annual General Meeting is annexed at the end of this notice.

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 (CDSL).

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

Commencement of e-voting	From 9:00 a.m. of 19 th September, 2017
End of e-voting	Up to 5:00 p.m. of 21 st September, 2017

Remote e-voting shall not be allowed beyond 5:00 p.m. of 21st September, 2017. 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, 15th September, 2017.

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, 15th September, 2017 have the option to request for physical copy of the Ballot Form by sending an e-mail to corp@veritasindia.net or by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5:00 p.m. on 21st September, 2017 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 15th September, 2017. During this period, shareholders’ holding shares either in physical form or in dematerialized 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 CDSL 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. 15th September, 2017.
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.
6. 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.
7. 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. 15th September, 2017 may obtain the login ID and password by sending a request at evoting@cdsl.co.in or to the Share Transfer Agent.

However, if you are already registered with CDSL 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.evoting.csd.com.

8. The Board of Directors of the Company has appointed Ms. Mansi Damania (Membership No. FCS 7447), of M/s. JMJA & Associates LLP, Practising Company Secretary as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
9. 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.
10. 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.
11. 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 and the website of CDSL www.evotingindia.com.
12. 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.

d) If you are logging in for the first time, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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> <ul style="list-style-type: none"> •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. •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.
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> <ul style="list-style-type: none"> •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.

- 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" (E-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 decided by you. 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 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.
 - ✓ 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 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 or write an email to helpdesk.evoting@cdslindia.com.

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

In respect of Item No: 5

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

In accordance with the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) Regulation, 2015, the Company is required to have at least one-third 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 upto five years. They may be appointed for a maximum of two consecutive terms.

Mrs. Kamala Aithal was appointed as an Additional Independent Director on 25th May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article No. 45 of the Articles of Association of the Company in the capacity of Additional Independent Directors and hold office of Director up to the date of the ensuing Annual General Meeting.

The Company has received a consent from Mrs. Kamala Aithal and also a declaration confirming that she is not disqualified from being appointed as Independent 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 Regulations. 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 Mrs. Kamala Aithal as candidate for the office of Independent Director of the Company.

The terms and conditions of appointment of Mrs. Kamala Aithal, shall be open for inspection by the Members at the Registered Office of the Company during office hours on any working day, excluding Saturday and Sunday.

None of the Director or Key Managerial Personnel or the relatives except Mrs. Kamala Aithal is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in item no. 5 for the approval of Members.

Brief resume of Mrs. Kamala Aithal

Name of Director	Mrs. Kamala Aithal
Date of Birth	07th May 1970
Date of Appointment	25th May, 2017
Qualification	Management Graduate from Loyola Institute of Business Administration, Chennai
Expertise in specific functional areas	She has more than 20 years of experience in Market Risk Management. Her work experience spans across the spectrum from bank treasury, corporate risk consulting, technology consulting to handling treasury for a manufacturing company.
Board Membership of other companies	NIL
Membership/Chairmanship of Committees of other Companies	NIL

In respect of Item No: 6

As the term of Mr. Saurabh Sanghvi as a Whole-time Director of the company ends on 31st October, 2017, Board recommends his re-appointment as a Whole-time Director for further term commencing from 1st November, 2017 to 30th September 2022 subject to approval of members at the ensuing Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Saurabh Sanghvi satisfying his candidature as Director of the Company. Mr. Saurabh Sanghvi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Whole Time Director. Mr. Saurabh Sanghvi satisfies all the conditions set out in Section 196(3) of the Act and part-I of Schedule V of the Act, for being eligible for his re-appointment.

A brief profile of Mr. Saurabh Sanghvi, including nature of his experience, expertise, is annexed to notice of this Annual Report.

The terms and conditions including the remuneration of Mr. Saurabh Sanghvi as a Whole Time Director shall be within the limit of remuneration prescribed under the provisions of the Act. The remuneration of Mr. Saurabh Sanghvi will be accordingly decided by the Nomination and Remuneration Committee of the Company within the overall limit approved by the Shareholders.

It is proposed to seek the Members' approval for the appointment of and remuneration payable to Mr. Saurabh Sanghvi as a Whole Time Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

None of the Director or Key Managerial Personnel or the relatives except Mr. Saurabh Sanghvi is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in item no. 6 for the approval of Members.

ANNEXURES to the Notice

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

1.

Name of Directors	Mr. Saurabh Sanghvi
Date of Birth	05-08-1974
Date of Appointment	November 01, 2014
Qualification	B.com
Expertise in specific functional areas	Has rich and varied experience in the field of trading in iron and steel products
Board Membership of other companies as on 31st March, 2017	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 Biofuels (Veritas) Limited Veritas Infrastructure Development Limited
Membership/Chairmanship of Committees of other Companies as on March 31, 2017	2

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.

2.

Name of Directors	Mr. Nitin Kumar Didwania
Date of Birth	23-06-1974
Date of Appointment	5 th December, 2007
Qualification	M.Com
Expertise in specific functional areas	Has rich experience of around 20 years in general management and domestic / international trading in chemicals and various other products.
Board Membership of other companies as on 31st March, 2017	Hazel Infra Limited Glistening Properties Private Limited Kamyab Properties Private Limited Veritas Agro Ventures Private Limited Veritas Polychem Private Limited Titly Barter Private Limited Groupe Veritas Limited Hazel Logistics Private Limited

	Shimmer Trade Impex Private Limited Sanman Trade Impex Limited Aspen International Private Limited India Fintrade Limited Revive Securities Private Limited Hazel Mercantile Limited
Membership/Chairmanship of Committees of other Companies as on 31st March, 2017	1

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, 3rd Floor, 70 Mint Road, Fort, Mumbai – 400001

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

Website: www.veritasindia.net Email: corp@veritasindia.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 Second Annual General Meeting of the Company to be held on Friday, 22nd September, 2017 at 11:30 am at 20 Downtown Hall, 2nd 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
Ordinary Resolution			
1.	Adoption of audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017 together with the reports of Board of Directors and Auditors thereon		

2.	Declaration of final dividend for the financial year ended 31 st March, 2017.		
3.	Appointment of Mr. Nitin Kumar Didwania (DIN 00210289), Non-Executive Director, who retires by rotation		
4.	Appointment of M/s. M. P Chitale, Chartered Accountant, as new Statutory Auditors of the Company and fix their remuneration		
Special Business			
5.	Regularisation of Appointment of Mrs. Kamala Aithal as an Independent Director		
6	Re-appointment of Mr. Saurabh Sanghvi as a Whole Time Director of the Company.		

Signed this _____ day of _____ 2017

Affix Revenue Stamp

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

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/her identify at the time of attending the Meeting.

VERITAS (INDIA) LIMITED

CIN: L23209MH1985PLC035702

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

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

Website: www.veritasindia.net Email: corp@vertiasindia.net

ATTENDANCE SLIP

THIRTY-SECOND ANNUAL GENERAL MEETING ON FRIDAY, 22nd September, 2017 at 11:30 am at 20 Downtown Hall, 2nd 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-SECOND ANNUAL GENERAL MEETING** of the Company to be held on Friday, 22nd September, 2017 at 11:30 am at 20 Downtown Hall, 2nd Floor, Eros Theatre Building, Churchgate, Mumbai 400 020.

Signature of Member/Proxy

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

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

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BALLOT FORM

(In lieu of remote e-voting facility for 32nd Annual General Meeting being held on 22nd September, 2017)

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 32nd Annual General Meeting of the Company to be held on Friday, 22nd September, 2017 set out in the Notice dated 11th August, 2017 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:

Resolution No.	Description	No. of Shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
<u>Ordinary Business:</u>				
1.	Adoption of audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017 together with the reports of Board of Directors and Auditors thereon			
2.	Declaration of final dividend for the financial year ended 31 st March, 2017.			
3.	Appointment of Mr. Nitin Kumar Didwania (DIN 00210289), Non-Executive Director, who retires by rotation.			
4.	Appointment of M/s. M. P. Chitale, Chartered Accountants, as new Statutory Auditors of the Company and fix their remuneration			

<u>Special Business:</u>				
5.	Regularisation of Appointment of Mrs. Kamala Aithal as an Independent Director.			
6	Re-appointment of Mr. Saurabh Sanghvi as a Whole Time Director of the Company.			

(Signature of the Member)

Place: _____

Date: _____

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

The Route map of AGM Venue is as given below:

