

# VEERAM ORNAMENTS LIMITED

MANUFACTURER, WHOLESALER AND TRADER OF GOLD & SILVER ORNAMENTS  
CIN: U74110GJ2011PLC084984

**DATE: 07/09/2017**

To,  
Listing Compliance Department  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai-400001

**REF: VEERAM ORNAMENTS LIMITED (Scrip Code-540252)**

Dear Sir/ Madam,

**SUBJECT: AGM AND BOOK CLOSURE NOTICE**

The 6th Annual General Meeting (AGM) of the Company held on Saturday, 30th September, 2017 at 11:00 AM at Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad-382350, Gujarat.

Pursuant to Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and share transfer book will remain closed from 27<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2017 (Both the days inclusive) for the purpose of 6<sup>st</sup> Annual General Meeting.

A copy of the Notice of AGM is enclosed herewith.

Thanking You,  
For Veeram Ornaments Limited

Manohar R Shah  
Managing Director  
DIN: 03144827



## NOTICE

Notice is hereby given that the 6<sup>th</sup> Annual General Meeting of the members of Veeram Ornaments Limited will be held on Saturday, 30<sup>th</sup> September, 2017 at the registered office of the Company at Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad -382350, Gujarat at 11.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2017 and Report of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended on 31st March, 2017.
3. Re-appointment Mrs. Pinal R Shah, Non Executive Director of the company (DIN: 06799639), liable to retire by rotation in terms of section 152 (6) of the companies act, 2013 and, being eligible, herself for Re- appointment.
4. To Ratify the Appointment of M/s Dhaval Padiya and Co. Chartered accountants, Ahmedabad as statutory auditor of the company and fix their remuneration.

### SPECIAL BUSINESS:

5. **To Appoint Mr. Rakshit M Shah (DIN: 03461560) as a 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under to the said Act, Mr. Rakshit M Shah (DIN: 03461560) who was appointed as an Additional Director of the Company under the category of Promoter director w.e.f. 19.04.2017 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 Director of the Company liable to retire by rotation.

**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."

6. **To appoint Mr. Rajesh Shantilal Shah (DIN: 07774203) 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. RAJESH SHANTILAL SHAH (DIN: 07774203)

who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 24.03.2017 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.”

**DATE:** 01/09/2017  
**PLACE:** AHMEDABAD

**By Order of the Board of Director**  
**SD/-**  
**Mahendra R. Shah**  
**Managing Director**

**Registered Office:**

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

**NOTES:**

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (b) Proxies in order to be effective must be received by the company not less than 48 hours before the meeting
- (c) Members / proxies should bring their copy of Attendance Slip (duly completed) when attending the Meeting.
- (d) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- (e) 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.
- (f) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
- (g) 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.
- (h) 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.

(i) 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.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO.5:**

Mr. Rakshit M shah was appointed as an additional director under the category of Additional Director of the Company w.e.f 19.04.2017. Under section 161 of the Companies Act, 2013, Mr. Rakshit M shah 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. Rakshit M shah, he not fall under any Disqualification for appointed as a director of the Companies Act, 2013. The period of office of Mr. Rakshit M Shah shall be liable to determination by retirement of Directors by rotation, in terms of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Rakshit M Shah in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Rakshit M Shah 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.

#### **ITEM NO-6:**

Mr. Rajesh Shantilal Shah was appointed as an Independent Director under the category of Independent Director of the Company w.e.f 24.03.2017. Under section 161 of the Companies Act, 2013, Mr. Rajesh Shantilal Shah 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. Rajesh Shantilal Shah, 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. Rajesh Shantilal Shah does not hold any equity share of the Company. The period of office of Mr. Rajesh Shantilal Shah 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. Rajesh Shantilal Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Dinesh Hiran 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. 6 of this Notice. None of the Director of the Company except Mr. Rajesh Shantilal Shah is concerned or interested in this resolution.

**BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Particular	Mr. Rakshit M Shah	Mr. Rajesh S Shah
Date of Birth	24.12.1978	08.10.1964
Date of Appointment	19.04.2017	24.03.2017
Qualification	He hold the Degree of Chartered Accountant	He holds the Bachelor degree of Commerce
Relationships between directors inter se	Mr. Rakshit M shah is a Spouse of Mrs. Pinal R Shah	Mr. Rajesh S Shah is not related to any of the director of the company
Directorship held in other companies*	ARDI INVESTMENT AND TRADING CO LTD	Nil
Membership/Chairmanships of Committee in other Public Companies	1	Nil
Shareholding of non-executive directors	886111	Nil

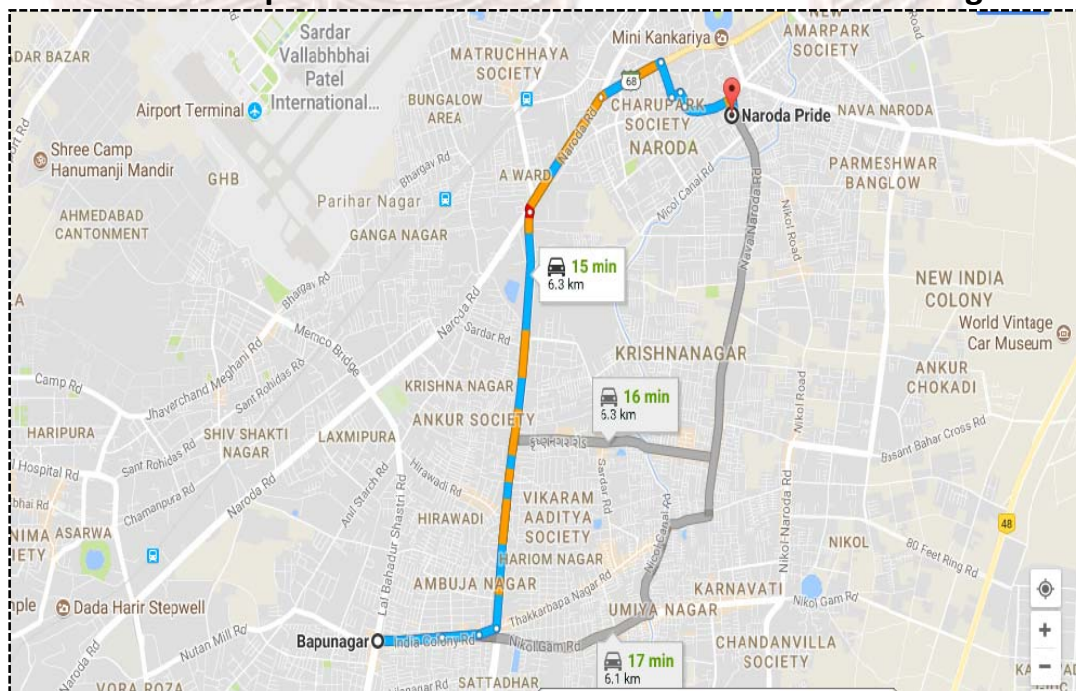
\*Pvt. Companies excluded

**DATE:** 01/09/2017  
**PLACE:** AHMEDABAD

**By Order of the Board of Director  
SD/-  
Mahendra R. Shah  
Managing Director**

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

**Route map to the Venue of the Annual General Meeting**



## VEERAM ORNAMENTS LIMITED

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

Email: [info@veeramornaments.com](mailto:info@veeramornaments.com) Website: [www.veeramornaments.com](http://www.veeramornaments.com)

CIN: U74110GJ2011PLC064964

### **Annual General Meeting – Saturday, 30th September, 2017**

#### **ATTENDANCE SLIP**

<b>Folio No. /Client Id:</b>	
<b>Name of Shareholder:</b>	
<b>Address of Shareholder:</b>	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Saturday, 30<sup>th</sup> September, 2017 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.

**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]

**Annual General Meeting – Saturday, 30<sup>th</sup> September, 2017**

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

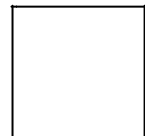
C: Name \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature : \_\_\_\_\_  
 Or failing him/her

➤ As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Annual General Meeting of the Company to be held on – Saturday, 30th September, 2017 at 11.00 AM at Shop No. 2, Naroda Pride, Nr. Padmavati Society, Naroda-Nikol Road, Ahmedabad -382350, Gujarat. and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	BUSINESS	VOTING	
		FOR	AGAINST
1	Approval of Accounts - Ordinary Resolution		
2	Declaration Of Dividend - Ordinary Resolution		
3	Re Appointment of Director - Ordinary Resolution		
4	Appointment of Auditor - Ordinary Resolution		
5	Appointment Of Mr. Rakshit M Shah as a Director - Ordinary Resolution		
6	Appointment Of Mr. Rajesh S Shah as a Independent Director - Ordinary Resolution		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2017

Revenue stamp



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

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

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

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