



## Twenty Ninth Annual Report

2008 - 2009

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Regd.Off: G-1, Bajsons Industrial Estate, Cardinal Gracious Road, Chakala, Andheri (East),  
Mumbai -400 099. Tel. No.: 91-22-28236455, 28252211/12, Fax No. : 91-22-28236404

## **VEER ENERGY & INFRASTRUCTURE LIMITED**

### **BOARD OF DIRECTORS**

Mr. Yogesh M. Shah  
Mr. Ritesh P. Choksi  
Mr. Pankaj M. Choksi  
Mr. Prakashchandra C. Shah  
Mr. Pratik C. Shah  
Mr. Dharnendra B. Shah

### **AUDITORS**

**M/s. JAYESH R. SHAH & CO.**  
**Chartered Accountants**

B-2, Swagat, Ciba Society,  
Amrut Nagar, Ghatkopar (W),  
Mumbai -400086.

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### **REGISTERED OFFICE**

G - 1, Bajsons Industrial Estate),  
Cardinal Gracious Road,  
Chakala, Andheri (East),  
Mumbai- 400 099.

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **M/s. VEER ENERGY & INFRASTRUCTURE LIMITED** will be held on Monday 29th June, 2009 at the Registered office of the Company at G – 1, Bajsons Industrial Estate, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai- 400 099. at 10.00 a.m. to transact the following business :

**I. ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet of the Company as at **31<sup>st</sup> March, 2009**, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint Mr. Pankaj M. Choksi as director, who retire by rotation and being eligible and consented to act as a director.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and authorized the Board of Director to fix their remuneration.

**Special Business**

5. To consider and if thought fit to pass with or without modifications, the following resolutions as Ordinary Resolutions.  
Resolved that Mr. Pratik C. Shah who was appointed as an Additional director by the Board of director of the company on 11<sup>th</sup> December, 2008 pursuant to article 86 of the Article of Association of the Company and u/s260 of the Companies Act 1956 and in respect of whom the company has received a notice in writing pursuant to the provision of section 257 of the Companies Act of 1956 be and is hereby appointed as a Director of the Company liable to retire by rotation
6. To consider and if thought fit to pass with or without modifications, the following resolutions as Ordinary Resolutions.  
Resolved that Dr. Dharnendra B. Shah who was appointed as an Additional director by the Board of director of the company on 11<sup>th</sup> December, 2008 pursuant to article 86 of the Article of Association of the Company and u/s260 of the Companies Act 1956 and in respect of whom the company has received a notice in writing pursuant to the provision of section 257 of the Companies Act of 1956 be and is hereby appointed as a Director of the Company liable to retire by rotation
7. To consider and if thought fit to pass with or without modifications, the following resolutions as Special Resolutions.  
**RESOLVED:**  
(a) that in accordance with the applicable provisions of the Companies Act, 1956 or any amendment or re-enactment thereof and the enabling provisions of the Articles of Association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India ( SEBI ) in this behalf and subject to such approvals, consents, permission and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company ( 'the Board' ) for capitalization of a sum not exceeding Rs.1,68,00,000/- (Rupees One Crore sixty-eight lakhs only) from the general reserve of the Company for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten Only) each, credited as fully paid up Ordinary Shares to the holders of the Ordinary Shares of the Company whose names shall appear on the Register of Members on the 'Record date' to be determined by the Board for the purpose, in the proportion of 1 (one) Bonus Share of Rs.10/- each ( Rupees ten each for every 2 ( Two) fully paid up Ordinary shares of Rs.10/- Each ( Rupees ten only) held by them and that the Bonus Shares so distributed shall, for all purpose, be treated as an increase in the nominal amount in the capital of the Company by each such member, and not as income.  
  
(b) that the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up Ordinary shares of the Company as existing on the record date, save and except, that they shall not participate in any dividend in respect of any financial year upto and including 31<sup>st</sup> March, 2009

(c) that the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

(d) that no letter of allotment shall be issued in respect of Bonus Shares but in the case of Members who hold Ordinary Shares ( or opt to receive the Bonus Shares ) in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Ordinary Shares in physical form, the share certificate in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

(e) that no fractions, if any, arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements ,if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominee(s) to be appointed by the Board ,who shall hold the same as trustee(s) for the Members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion of their fractional entitlements.

(f) that the issue and allotment of the Bonus Shares to Non-resident members, Foreign Institutional investors(FII) & other foreign investors and /or distribution of net sale proceeds in respect of fractions to which such Members may be entitled, be subject to the approval of the Reserve Bank of India ,as may be necessary.

(g) that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts/deeds, matters and things and give such directions as may be necessary or expedient, and to settle any question ,difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

By Order of the Board of Directors  
For Veer Energy & Infrastructure Limited

Yogesh M. Shah  
Director

Place : Mumbai  
Date : 1<sup>st</sup> June, 2009

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 29<sup>th</sup> June,2009 to 30<sup>th</sup> June, 2009. (both days inclusive)
3. The dividend, as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members or their mandates whose names stand registered on the Company's Register of Members:-
4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
5. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
6. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.**

**Item No. 5.**

At The Meeting of the Board of Directors of the Company held on 11/12/2008 Mr. Pratik C. Shah was appointed as the Additional Director to the Board of Director of the Company.

By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Article Association of the Copan, he holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from our members along with required deposit, proposing the candidature of Mr. Pratik C. Shah of the office of Director under the provisions of section 257 of the Companies Act, 1956. The profile of the Director is given hereunder Your Directors recommend the resolution as set out in Item No.5 of the notice for your approval. Mr. Pratik C. Shah shall be deemed to be interested in the above resolution to the extent to his appointment.

Mr. Pratik C. Shah, 46 years is B.Com FCA and is a practicing Chartered Accountants since last 20 years.

**Item No.6**

At The Meeting of the Board of Directors of the Company held on 11/12/2008 Dr. Dharnendra B. Shah was appointed as the Additional Director to the Board of Director of the Company.

By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Article Association of the Copan, he holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from our members along with required deposit, proposing the candidature of Dr. Dharnendra B. Shah or the office of Director under the provisions of section 257 of the Companies Act, 1956. The profile of the Director is given here under. Your Directors recommend the resolution as set out in Item No.6 of the notice for your approval.

Dr. Dharnendra B. Shah, 60 years is a practicing Doctor with experience of 37 years. None of the Directors of the Company is, in any way, concerned or interested in the Resolution

**Item No.7**

Your Directors have pleasure in proposing issue of Shares by way of Bonus Shares by increasing the issued, subscribed and paid -up capital of the Company to a sum not exceeding Rs.5,04,00,000/- after capitalizing a sum of not exceeding Rs.1,68,00,000/- from the General Reserve as per the Audited Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2009 and the same is proposed to be applied in paying up in full not exceeding 1680000 Ordinary shares of Rs.10/- each.

Such fully paid up Bonus Shares of the Company shall be distributed to the Members of your Company whose names shall appear on the Register of Members on the 'Record date' to be determined by the Board of Directors of your company for the purpose of Issue of Bonus Shares, in the proportion of 1 (one) Bonus Share of Rs.10/-each ( Rupees ten each for every 2 ( Two) fully paid up Ordinary shares of Rs.10/- Each ( Rupees ten only)held by them respectively on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up Ordinary shares of the Company as existing on the record date, save and except, that they shall not participate in any dividend in respect of any financial year upto and including 31<sup>st</sup>.March, 2009

The Directors of your Company are interested in this resolution to the extent of their respective shareholding in the Company.

The Board of Directors of your Company recommend this resolution for your approval.

The Board of directors have recommended the issue of Bonus shares in the ratio of 1:2 out of the general reserves of the company. The Directors recommends the members approval as it is in the interest of the Company as well as members.

The Directors of the Company may be deem to be interested in passing of this resolution to the extend of their respective shareholdings if any, in the Company.

By Order of the Board of Directors  
For Veer Energy & Infrastructure Limited

Place: Mumbai  
Date : 1<sup>st</sup> June, 2009

Yogesh M. Shah  
Director

## VEER ENERGY & INFRASTRUCTURE LIMITED

Regd. Office.: G - 1, Bajsons Industrial Estate), Cardinal Gracious Road,  
Chakala, Andheri (East), Mumbai- 400 099.

### DIRECTORS REPORT

To,  
The Members  
M/s. Veer Energy & Infrastructure Ltd.

Your Directors have pleasure in presenting their 29<sup>th</sup> Annual Report of the Company for the year ended 31<sup>st</sup> March, 2009

#### Financial Results

	As on 31/03/2009 (`000)	As on 31/03/2008 (`000)
Total Income	207009	311800
Net Profit/ (loss) before tax	30518	32007
Less: Provision for Taxation	9283	10913
Prior Year Adjustment	--	21
	-----	-----
	21235	21073
Add: Profit/(Loss) Brought forward from Last Year	435	600
	-----	-----
Balance Profit/(Loss)	21670	21673
Less: <u>Appropriation</u>		
Transfer to General Reserve	2500	3500
Proposed Dividend & Tax	2359	1638
	-----	-----
Balance carried to-Balance Sheet	16811	16535
	=====	=====

#### Dividend

Your Directors are pleased to recommend a dividend @ 6% on Equity Share of Rs.10/- each, for the year ended 31<sup>st</sup> March, 2009, subject to approval of Members of the Company at the ensuing Annual General Meeting

#### Operations

The major operations of the Company are in the field of providing infrastructure development facilities for the installation of Wind Turbine Generator. Your company is the first and only player in the India in this field. Due to heavy recession in the international market and in our country also, Your Company could not grow as per the expectations. But your Directors are hopeful to achieve better results in the coming years. Your Company had started operation in the state of Gujarat, but in the current year your Company has started operations in the state of Tamilnadu also, and it has a plan to start operations in the state of Maharashtra also.

#### Corporate Governance

In order to enhance customer satisfaction and stakeholder value, your Company has introduced Corporate Governance practices that are best. Your Company has complied with the mandatory requirements of clause 49 of the listing agreement entered into with the Stock Exchange regarding the Corporate Governance for the Financial Year 2008-09. the compliance report along with Auditors Certificate is provided in the Corporate Governance Report annexed to this report.

#### Performance

The turnover for the year under review is Rs. 20.70 crores as against Rs.31.18 crores in the previous year. This is mainly due to recession in the market and delay in declaration of power purchase policy by Gujarat State Government. Though the turnover has reduced, the profitability has increased due to wise decision taken timely by the management to increase

the capacity of power evacuation unit. Your Company has started operation in other state also and your Directors are hopeful to improve the growth rate in turnover and profitability in current year.

Net Profit before tax for the year under review is Rs 3.04 crores as against Rs. 3.20 crores in the previous year. Net Profit after tax and other provisions is higher at Rs. 2.13 crores as against Rs. 2.10 crores in the Previous year.

#### **Future Prospects**

Your Directors are confident of achieving higher growth and profitability in the future and are planning to raise necessary funds for long term capital expenditure and enhanced working capital requirement.

#### **Public Deposits**

The Company has not accepted any deposits from public during the year ended on 31st March 2009, in terms of the provisions of Section 58 A of the Companies Act, 1956.

#### **Directors**

The Board appointed Mr. Pratik C. Shah & Dr. Dharnendra B. Shah as the additional Director on the Board of the Company.

Mr. Pratik C. Shah & Dr. Dharnendra B. Shah cease to hold the office as director till the end of ensuring Annual General Meeting pursuant to provision of section 260 of the Companies Act 1960.

The Company has received notices for appointment of Mr. Pratik C. Shah & Dr. Dharnendra B. Shah for the office of the Director.

#### **Directors' Responsibility Statement**

The Directors of the Company confirm pursuant to Section 217 (2AA) of the Companies Act, 1956 as under:

1. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with the proper explanations relating to material departures;
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the directors have prepared the annual accounts on a going concern basis.

#### **Auditors & Auditors' Report**

Mr. Jayesh R. Shah & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting, and being eligible, has consented to act as the Statutory Auditors of the Company, if re-appointed. You are requested to appoint the Statutory Auditors for the Financial Year 2009-2010 and fix their remuneration.

Notes on Accounts referred to in the Auditors' Report for the year are self-explanatory and therefore do not call for any further comments thereon.

#### **Energy Conservation, Technology Absorption And Foreign Exchange Earning & Outgo**

Foreign exchange outgo - Nil

Considering the nature of the activities carried out by the Company, the other particulars specified in Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable for the year. However, constant endeavors are made to check power consumption and optimize the use of energy.

**Particulars of Employees**

None of the employees, during the year under review or part of it has been drawn salary above limits specified under section 217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**Secretarial Compliance Certificate**

In accordance with the provisions of Section 383A of the Companies Act, 1956, a Certificate from Mr. Ravindra Joshi, Practicing Company Secretary, is given in the Annexure and forms part of this Report.

**Listing of the Company's shares**

The Equity Shares of your Company are listed at The Stock Exchange - Mumbai. The Company has paid annual listing fees for the financial year 2008-09.

**Dematerialisation**

As the Members are aware, the Company's shares are tradable compulsorily in electronic format, your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of enormous advantages offered by the Depository system, Members are requested to avail the facility of dematerializations of the Company's Shares on depositories as aforesaid.

**Acknowledgments**

Your Directors acknowledges with gratitude and wish to place on records, their appreciation for the support and co-operation received by the Company from the various Government authorities, bankers and Shareholders during the year.

For and on Behalf of the Board

Sd/-  
Yogesh M. Shah  
Chairman

Place : Mumbai  
Date : 1<sup>st</sup> June, 2009

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## **CORPORATE GOVERNANCE (ANNEXURE TO DIRECTORS' REPORT)**

### **Company's Philosophy on Corporate Governance**

Corporate Governance is an ongoing process that ensures that the Company displays the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics in its dealings. Good Corporate Governance is a critical doctrine to the global economic system, enabling the business to not only effectively and efficiently achieve its corporate objectives but also develop a structure and methodology to sustain its survival in a globally competitive environment.

Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its Shareholders, Depositors, Debenture holders, Employees, Creditors, Debtors and Regulatory Authorities.

### **BOARD OF DIRECTORS**

Veer Energy & Infrastructure Limited's Board comprises of Six Directors, of which two are designated as Executive Directors and the rest are Non-Executive Directors. As per the requirement of the Clause 49 of the listing agreement half of the members are Independent Directors.

#### **A brief profile of the Directors is given below:**

Mr. Yogesh M. Shah ( 51 years) is the Executive Director of the Company, is a tax and Financial consultant.

Mr. Ritesh P. Choksi ( 29 years) is the executive Director of the Company, He is B.E. Prod., M.B.A.

Mr. Pankaj M. Choksi ( 60 years ) is an industrialist in the field of Engineering-since last 38 years: He is B.E. Elect.

Mr. Prakash C. Shah ( 58 years ) is a businessman residing at Ahmedabad having a Textile Trading Business since last 34 years

Mr. Pratik C. Shah ( 46 years ) is a Practicing Chartered Accountants since last 20 years.

Dr. Dharnendra B. Shah ( 60 years) is a practicing Doctor with experience of 37 years.

### **BOARD MEETINGS**

Sri Yogesh M. Shah, Executive Director of the Company, generally Chairs the Board Meeting, during the financial year ended 31<sup>st</sup> March, 2009. **Ten (10) Board Meeting were held i.e. on 27/5/08, 19/7/08, 29/8/08, 20/9/08, 23/10/08, 27/10/08, 17/11/08, 11/12/08, 23/1/09, and 31/3/09**

Attendance of each Director at the Board Meetings and the last Annual General Meeting

Directors	No. of Board Meetings Attended	Whether Attended Last AGM
Mr. Yogesh M. Shah	10	Yes
Mr. Ritesh P. Choksi	10	Yes
Mr. Pankaj M. Choksi	10	Yes
Mr. Prakashchandra C. Shah	6	Yes
Mr. Pratik C. Shah *	2	No
Mr. Dharnendra B. Shah *	2	No
*Appointed on 11/12/2008.		

### **COMMITTEES OF THE BOARD / AUDIT COMMITTEE**

The Company has constituted an Audit Committee in the Month of January, 2009 which is comprised of the Non-Executive Directors majority of them being Independent. The members of the audit committee are Sri Pratik C. Shah, Mr. Prakash C. Shah & Dr. Dharnendra B. Shah