



The Wind Farm Company

ANNUAL REPORT 2009-2010

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VEER ENERGY & INFRASTRUCTURE LIMITED

BOARD OF DIRECTORS

NAME	DESIGNATION
Mr.Yogesh. M. Shah	Chairman & Managing Director
Mr.Ritesh. P. Choksi	Director
Mr.Prakashchandra. C. Shah	Director
Mr.Ravindra. V.Joshi	Director
Mr.Dhimant. J.Shah	Director
Mr.Dharnendra. B.Shah	Director
Mr. Joseph J. Tauro	Director

AUDITORS

NAME	OFFICE
M/S Jayesh R. Shah & Co. Chartered Accountants	B-2, Swagat, Ciba Society, Amrut Nagar, Ghatkopar (W), Mumbai -400086.

REGISTERED OFFICE

1st Floor, Gazdar House,
629 - A, J. Shankar Sheth Marg,
Mumbai - 400002.

VEER ENERGY & INFRASTRUCTURE LIMITEDRegd. Office.: 1st Floor, Gazdar House, 629 – A, J. Shankar Sheth Marg, Mumbai: – 400002.**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **M/s. VEER ENERGY & INFRASTRUCTURE LIMITED** will be held on Friday the 28th May, 2010 at Shri Halai Bhatia Mahajanwadi, 398, Kalbadevi Road, Shrinathji Chowk, Mumbai: - 400002 at 10.00 a.m. to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2010**, the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
- 2) To declare a dividend.
- 3) To appoint a Director in place of Mr. Prakashchandra C. Shah, who retires by rotation and being eligible, offer him for reappointment.
- 4) To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

- 5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Dhimant J. Shah** who was appointed as an Additional Director by the Board of Directors of the company on 20th January, 2010 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 he 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 modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Ravindra V. Joshi** who was appointed as an Additional Director by the Board of Directors of the company on 28th January, 2010 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 he 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 modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Joseph J. Tauro** who was appointed as an Additional Director by the Board of Directors of the company on 28th February, 2010 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 he is hereby appointed as a Director of the Company liable to retire by rotation.
- 8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that **Mr. Bhavin S. Shah** who was appointed as an Additional Director by the Board of Directors of the company on 30th April, 2010 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 he is hereby appointed as a Director of the Company liable to retire by rotation
- 9) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the said act including any modification (s) or reenactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Bhavin S. Shah, as a Executive Director of the company, with effect from 3rd May, 2010 for a period of five years i.e. up to 2nd May, 2015, on the terms, conditions and stipulations including remuneration as contained in an Agreement to be entered into between the Company and Mr. Bhavin S. Shah, a draft of whereof is placed before the Meeting and which for the purpose of identification is initialed by the Chairman.
Resolved further that the Board authorized to alter, vary and modify the said terms including salary, allowances, perquisites and benefits in such manner as may be agreed to between the Board and Mr. Bhavin S. Shah within and in accordance with and subject to the limits prescribed in schedule XIII to the said Act or as many be stipulated by the Central Government and as may be agreed to between the Board and Mr. Bhavin S. Shah.
Resolved further that the Board be and is hereby authorized to execute all such documents, writings and agreements and to do all such acts, deeds, matters and things as may be required or expedient for giving effect to this resolution.
- 10) To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution, Resolved that pursuant to the provisions of section 163 of the Companies Act, 1956, the Company hereby approves that the Register of Members, Index of Members, the Register and index of debenture holders and copies of all annual returns prepared u/s 159 of the Act together with the copies of certificates and documents required to be annexed thereto under section 161 of the Act or any one or more of them, be kept at the office of M/s. Sharex Dynamic (India) Pvt. Ltd. having their address at Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai: - 400072 instead of being kept at the Registered Office of the company.

11) ISSUE OF SECURITIES-QUALIFIED INSTITUTIONS PLACEMENT

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") as in force and subject to all other applicable Rules, Regulations, Guidelines, Notifications and Circulars of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), Rules, Regulations, Guidelines, Notifications and Circulars issued under FEMA including but not limited to Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("**RBI**"), the Department of Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board ("**FIPB**"), and all other Authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "**Appropriate Authorities**"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue of equity shares of face value Rs. 1/- (Rupee one Only) herein after referred as (**Equity**) and allot in one or more trenches, in the course of domestic/international offerings to one or more persons as the Board may determine at its absolute discretion, whether or not they are shareholders of the Company, including but not limited to Domestic Investors/Foreign Investors whether having presence in India or not, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds through a Private Placement with or without an over-allotment option, equity shares and/or any securities convertible into equity shares at the option of the Company and/or holder(s) of the securities and/or securities linked to equity shares and/or securities with warrants including any instruments or securities representing either equity shares and/or Convertible Securities or securities linked to equity shares or equity shares/fully convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, to Qualified Institutional Buyers ("**QIBs**") under Chapter VIII of the SEBI ICDR Regulations, being Qualified Institutions Placement ("**QIP**") or a combination of the foregoing (hereinafter collectively referred to as "QIP Securities"), listed on a recognized stock exchange in India, through an offer document and/or placement document and/or information memorandum and/or any other offering document(s), and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, subject to the number of Equity shares issued initially or on conversion in case of convertible securities, as on the date of issue of such convertible securities, raised the fund by QIP up to Rs. 50,00,00,000 (Rs. Fifty Crores only), such issue of equity shares and allotment to be made at such time or times in one or more trenches, denominated in one or more currencies, at such price or prices in such manner and where necessary in consultation with the Lead Managers and / or other Advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide at the time of issue of QIP Securities or on any other date as the Board may deem fit.

RESOLVED FURTHER THAT in the QIP to QIBs, in accordance with Regulation 86(1) (a) of Chapter VIII of SEBI ICDR Regulations, a minimum of 10% of QIP Securities issued pursuant to the said Regulations shall be allotted to mutual funds and if no mutual fund is agreeable to take up the minimum portion or any part thereof, then such minimum portion or part thereof may be allotted to other Qualified Institutional Buyers.

RESOLVED FURTHER THAT the Relevant Date for the QIP as per Chapter VIII of the SEBI ICDR Regulations, as amended up to date, for determination of the applicable price shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or a committee of directors duly authorised by the Board decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

RESOLVED FURTHER THAT in case of any issue/offering of QIP Securities, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such QIP Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such QIP Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the proposed issue of equity shares allotted in this issue or on conversion in case of convertible securities offered shall rank pari passu in all respects with the existing equity shares of the Company

RESOLVED FURTHER THAT, the Board be and is hereby authorised to enter into and execute all such agreements/contracts/arrangements with any Lead Manager(s), Manager(s), Global Coordinator(s), Book Runner(s), Trustee(s), Legal Advisor(s), Registrar(s), and any other agencies as may be involved or concerned in such offerings of QIP Securities and to remunerate all such advisors and agencies by way of commission, brokerage, fees or the like including reimbursement of their actual expenses, and also to seek the listing of such QIP Securities in one or more recognized Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Advisors and/or other persons as appointed by the Company wherever deemed necessary by the Board, be and is hereby authorised to determine the form, terms and timing of the issue(s)/ offering(s) including the investor/investors to whom the QIP Securities are to be allotted, Security/number of QIP Securities to be issued in each trenches, issue price, number of equity shares or other Securities upon conversion or redemption or cancellation of the QIP Securities, the price, premium or discount on

issue/conversion/redemption of QIP Securities, rate of interest, period of conversion or redemption, listing on one or more Stock Exchanges in India and fixing of record date or book closure and related or incidental matters, as the Board in its absolute sole discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of QIP Securities as may be required, including issue and allotment of equity shares upon conversion of any QIP Securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking pari passu and inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT such of these QIP Securities as are not subscribed may be disposed of by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid Resolution, the Board, including a committee duly authorized by the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment or conversion of the aforesaid QIP Securities, listing thereof with any of the international/domestic stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer, allotment and conversion of any of the aforesaid QIP Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members".

12) INVESTMENT LIMIT OF FOREIGN INSTITUTIONAL INVESTORS

To consider and, if thought fit, to pass the following Resolution as Special Resolution;

"RESOLVED THAT pursuant to applicable provision of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 1956 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and / or a duly authorized committee thereof for the time being exercising the powers conferred by the Board of Directors (herein after referred to as The Board), the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors including their sub accounts (FIIs), in the shares of debentures convertible into shares of the Company, by purchase of acquisition from the market under the Portfolio Investment Scheme under FEMA, subject to condition that the total holdings of all FIIs put to gather shall not exceed 49% of the paid up share capital or paid up value of the respective series of the convertible debentures of the Company as may be applicable or such other maximum limit as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto"

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

SD/-

**Yogesh M. Shah
Chairman & Managing Director**

Place: Mumbai

Date: 30th April, 2010

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 **24th May, 2010 to 27th May, 2010**. (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 20/01/2010 Mr. Dhimant J. Shah was appointed as an Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from members of the Company along with required deposit, proposing the candidature of Mr. Dhimant J. 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. Dhimant J. Shah shall be deemed to be interested in the above resolution to the extent of his appointment. Mr. Dhimant J. Shah 46 years is B.Com and a young entrepreneur and has a business experience of 25 years. None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

ITEM NO.6

At The Meeting of the Board of Directors of the Company held on 28/01/2010 Mr. Ravindra V. Joshi was appointed as an Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to 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. Ravindra V. Joshi of 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. Mr. Ravindra V. Joshi shall be deemed to be interested in the above resolution to the extent of his appointment. Mr. Ravindra V. Joshi 70 years is a Commerce graduate & diploma in Tax Management, and Fellow member of the Institute of Company Secretaries of India FCS. He has a vast experience of corporate laws for over 40 years. None of the Directors of the Company except Mr.Ravindra Joshi is, in any way, concerned or interested in the Resolution

ITEM NO.7

At The Meeting of the Board of Directors of the Company held on 28/02/2010 Mr. Joseph J. Tauro was appointed as an Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to 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. Joseph J. Tauro of 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.7 of the notice for your approval. Mr. Joseph J. Tauro shall be deemed to be interested in the above resolution to the extent to his appointment.

Mr. Joseph J. Tauro 61 years is B. Com, CA IIB. He has a vast experience in Banking for last 32 years

ITEM NO.8

At The Meeting of the Board of Directors of the Company held on 30/04/2010 Mr.Bhavin S. Shah was appointed as the Additional Director to the Board of Directors of the Company. By virtue of the provision of section 260 of the Companies Act, 1956 Article 86 of the Articles Association of the Company, he holds office as an Additional Director up to 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. Bhavin S. Shah of 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.8 of the notice for your approval. Mr. Bhavin S. Shah shall be deemed to be interested in the above resolution to the extent to his appointment.

Mr. Bhavin S. Shah 30 years is M. Com, and has vast practical experience of 12 years in production and procurement Management.

ITEM NO.9

At the Board meeting held on 30th April, 2010, Mr.Bhavin S. Shah was appointed as an Additional Director of the Company. It is proposed to appoint Mr. Bhavin S. shah as executive Director for a period of Five Years from 3rd May, 2010. The material terms of the Appointment and remuneration payable to Mr.Bhavin S. shah as embodied in the Agreement to be entered into with him and the Company upon receipt of approval of Members of the Company are as follows.

(1) NATURE OF DUTIES

Mr.Bhavin S. shah, Executive Director, shall devote the whole of his time and attention to the Business affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board of Directors of the Company. He shall be accorded and shall possess and exercise all such powers as may be required by and granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall at times be subject to the superintendence, control and direction of and shall be responsible and accountable directly to the Board of Directors of the Company and shall in all respects comply with all the directions.

(2) REMUNERATION

Mr.Bhavin S. Shah shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in section198,309and schedule xiii of the Companies Act,1956.

- Salary of Rs.30,000/- (Rupees Thirty Thousand Only) per month fixed by the Board of Directors of the Company from time to time with annual increments as may be decided by the Board based on certain criteria.

(3) PERQUISITES

In addition to payments under (1) and (2) above, the Executive Director will be entitled to perquisites and allowances including house rent allowance of Rs.10, 000/- (Rupees Ten Thousand only) medical reimbursement and medical insurance for the Executive

Director and his family, Leave Travel Allowance and any other general or specific allowance and / or perquisite in accordance with the rules of the company or as may be agreed to by the Board of Directors and the Executive Director.

The Executive Director shall be a member of the company's Provident Fund and the rules, regulation and bye-laws of this Fund, for the time being in force, shall apply to him. The Executive Director will be the member of the Pension Fund Scheme of the Company and shall be entitled to the benefits provided under the said Scheme and the rules, Regulation and bye-laws of that Scheme, for the time being in force, shall apply to him. Provided that the Company's contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

The Executive Director shall be entitled to gratuity which shall be paid as per the company's rules and will not be included in the computation of the ceiling on perquisites.

The Executive Director shall be entitled to Annual leave of thirty calendar days on completion of every year of service. Encashment of leave at the end of the tenure will be permitted in accordance with the Rules of the company, and will not be included in the computation of the ceiling on perquisites.

If in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section ii of Part ii of schedule xiii to the Companies Act, 1956, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, Benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to the Managing Director, subject to obtaining such approvals as may be required.

OTHER TERMS

- (ii) The Executive Director shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.
- (iii) The Executive Director shall be entitled to reimbursement of all the actual expenses including on entertainment and traveling incurred in the course of the Company's Business.
- (iv) The Executive Director's appointment may be terminated by the Company or by him by giving not less than three month's notice in writing, or salary in lieu of notice.
- (v) The Agreement also sets out the mutual rights and obligations of the Company and Mr. Bhavin S. Shah.

In accordance with the applicable provisions of the Companies Act, 1956, ordinary resolution as set out in Item No. 6 of the accompanying notice is now being placed before the members for their approval.

None of the Directors, except Mr. Bhavin Shah is concerned or interested in the said resolution.

The Explanatory statement is and should be treated as an abstract under section 302 of the Companies Act, 1956 of the Agreement to be entered into between the Company and Mr. Bhavin S. Shah.

All the documents referred to in the notice and the explanatory above are open for inspection at the Registered Office of the Company between 10.00 A.M and 12.00 noon on all days except Saturdays and Sundays and holidays until the date of the Meeting or any adjournment thereof.

ITEM NO. 10

Under Section 163 of the Companies Act 1956, certain documents which are normally required to be kept at the Registered office of the Company may be kept at any other place within the city, town or village in which the Registered office of the Company is situated if such other place has been approved by a Special Resolution passed by the company in General Meeting.

The Company has appointed M/s. Sharex Dynamic (India) Pvt. Ltd. as Registrar and Share Transfer Agents having their address at Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai-400072. It is proposed to keep all such registers, returns and documents at this place.

Member's approvals are sought in terms of section 163 of the Companies Act, 1956 so that all the documents, Registers & Returns kept at the office of the Sharex Dynamic (India) Pvt. Ltd.

None of the Directors of the Company is concerned or interested in the said resolution.

ITEM NO. 11

The Company intends to raise the funds for proposed 200MW wind farm development project in the state of Gujarat. The management and the Company, in accordance with the policies set up by the Board, will have flexibility in deploying net proceeds received from the Issue.

The proposed resolution seeks the authorization of the Members to enable the Board of Directors (Board), for raising additional funds through the issue of securities representing either equity shares and/or convertible securities or securities linked to equity shares or fully convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, by way of Qualified Institutions Placement ("QIP") with Qualified Institutional Buyers ("QIBs"), in accordance with the provisions of Chapter VIII of Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 provided that the number of equity shares issued initially or on conversion in case of convertible securities, as on the date of issue of such convertible securities, raised the fund by QIP up to Rs. 50,00,00,000 (Rs. Fifty Crores only). The QIP securities may be issued in one or more currencies, tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various categories of investors in the domestic / international markets subject to the provisions of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Relevant Date for the determination of applicable price for the issue of the QIP securities shall, in case of allotment of equity shares will be the date of the meeting in which the Board of the Company decides to open the proposed issue and in case of allotment of securities which are convertible into or exchangeable with equity shares at a later date either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the

holders of such convertible securities become entitled to apply for the equity shares. It is in the above circumstances that an enabling resolution is being proposed to be passed to give adequate flexibility and discretion to the Board to finalise all the terms of the Issue. Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered with the Stock Exchanges provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares, in proportion to the capital paid-up on those shares as of that date unless the members of the Company decide otherwise. The Special Resolution seeks the consent and 'authorization of the Members to the Board to make the proposed issue of securities, including securities which are convertible into Equity Shares, to the QIBs whether or not they are Members of the Company. Earlier Special Resolution passed by the members through Postal ballot was inadequate and hence this fresh Resolution

Your Board of Directors accordingly recommends that the resolution set out in the Notice be approved by the Members of the Company. The Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed to by the companies / institutions of which they are directors or members.

ITEM NO.12

Pursuant to recent liberalisation measure mooted by the Government of India, the Reserve Bank of India, by amending the Foreign Exchange Management (Transfer or Issue Security by a Person Resident Outside India) Regulation, 2000 has raised the limit of investment by Foreign Institutional Investors (FIIs), up to the sectoral cap/ statutory limit as applicable to the Indian companies, subject to the approval of the Board of Directors and approval of Members of the Company by way of a special resolution.

The Board of Directors of the Company at its meeting held on 30th.April, 2010, inter alia, approved, subject to the approval of Members by way of a special resolution, to enhance the said FII investment limit to 49% of the said paid up Equity capital. The increased in the FIIs limit to 49% will result in increased weightage of the Company's share in benchmarking international stock market indices. Large numbers of FIIs direct their investment on the basis of these benchmark indices and accordingly, the increase in FIIs limit will be beneficial to the Company.

None of the Directors of the Company are, in any way, concerned or interested in this resolution.

The Directors recommend the members approval as it is in the interest of the Company as well as members.

**By Order of the Board of Directors
For Veer Energy & Infrastructure Limited
SD/-**

**Yogesh M. Shah
Chairman& Managing Director**

Place: Mumbai
Date: 30th April, 2010

DIRECTORS REPORT

To,
The Members
M/s. Veer Energy & Infrastructure Ltd.
Your Directors have pleasure in presenting their 30th Annual Report of the Company for the year ended 31st March, 2010.

FINANCIAL RESULT

PARTICULARS	AS ON 31/03/2010 (AMOUNT. IN "000")	AS ON 31/03/2009 (AMOUNT. IN "000")
Total Income (A)	3,38,450	2,07,009
Net Profit/ (loss) before tax (B)	55,084	30,518
Less: Provision for Taxation Prior Year	21,938	9,283
Adjustment (c)		
(A+B -C)	33,146	21,235
Add: Profit/(Loss) Brought forward from Last Year	11	235
	33,157	21,670
Less: <u>Appropriation</u>	3,500	2,500
Transfer to General Reserve		
Proposed Dividend & Tax	3,538	2,359
Balance carried to Balance Sheet	26,119	16,811

DIVIDEND

Your Directors are pleased to recommend a dividend @ 6 paise on Equity Share of Rs.1/- each for the year ended 31st March, 2010, subject to approval of Members of the Company at the ensuing Annual General Meeting

OPERATIONS

The main Business of the Company is to create infrastructure development facilities for the installation of Wind Turbine Generator. As a pioneer in this field, Your Company is very well positioned to take advantage of ever increasing demand for the renewable energy resources. Since recession in the international market and in our country is almost over, your Directors have decided to embark upon major expansion by installing 5.1 MW plants for which the Company has already acquired 16 acres of land and started implementation of the project by installing Two WTG of 225 KW at the site. In view of this development, Your Directors are hopeful to achieve better results in the coming years. Your Directors are also exploring the possibilities of starting operations in the state of Tamilnadu and Maharashtra. During the current year, the Company has decided to develop Wind Farm Infrastructure in Gujarat up to 200MW in 3 to 4 phases against this; the company has already proceeded to develop 50MW infrastructure in Bhavnagar District and another 25MW infrastructure in Kutch District Gujarat. The Board of Directors is hopeful to complete this project on or before 30/09/2010. Another 50Mw is planned to be completed on or before 31/03/2011.

The company has also decided to develop its own Wind Farm for 5.1 MW in Gujarat and out of this the company has successfully installed and completed 1.35MW in Kutch District during the year. Balance 3.75MW project will be completed before 31/03/2011. In order to secure necessary finance for above project, the company has decided to raise long term finance from different sources like banks, financial institutions, QIB & QIP and necessary resolution is placed before the members for their approval.

CORPORATE GOVERNANCE

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 2009-10. The compliance report along with Auditors Certificate is provided in the Corporate Governance Report annexed to this report.

PERFORMANCE

The turnover of the Company for the year under review is Rs. 33.82 crores as against Rs.20.70 crores in the previous year which in the opinion of the Directors are satisfactory as the power purchase policy by Gujarat State Government. Is favorable and encouraging to the industry, 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 5.51 crores as against Rs. 3.05 crores in the previous year registering a robust increase of 58%. Net Profit after tax and other provisions is higher at Rs.3.31 Crores as against Rs. 2.12 crores in the previous year.

FUTURE PROSPECTS

Your Directors are confident of achieving higher growth and profitability and are planning to raise necessary funds for long term capital expenditure and enhanced working capital requirement for which necessary approvals of the Members are being sought under section 81(1) (a) of the Companies Act,1956.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public during the year ended on 31st March 2010, in terms of the provisions of Section 58 A of the Companies Act, 1956.

DIRECTORS

The Board has appointed Mr. Ravindra Joshi, Mr. Joseph Tauro Mr. Dhimant Shah and Mr.Bhavin Shah as the Additional Directors on the Board of the Company.

Mr. Pankaj M. Choksi ceases to hold the office as director.