



VERITAS (INDIA) LIMITED

25th Annual Report

2009 - 2010

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Veritas (India) Limited will be held at Kilachand Conference Room, Indian Merchants' Chamber, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 on Saturday, 25th September, 2010 at 3.45 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended on 31st March, 2010 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Kumar Didwania, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Messrs Shabbir S. Bagasrawala, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of the 25th Annual General Meeting upto the conclusion of the next i.e. 26th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Ratan Moondra, who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director,

be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Justice S. S. Parkar (Retd.), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By Order of the Board,
For Veritas (India) Limited

Sd/-

(Hanoz B. Chinoy)
Company Secretary

Mumbai, 7th July, 2010

Registered Office;
701, Embassy Centre,
Nariman Point,
Mumbai - 400 021.

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- b) The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under item Nos. 4 & 5 above, is annexed hereto.
- c) Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the Meeting.
- d) Members are requested to bring their Attendance Slip, duly filled-in, alongwith their copy of Annual Report to the Meeting.
- e) Profile of the Directors seeking appointment / re-appointment, as required in terms of Clause 49 of the Listing Agreement is annexed to this Notice.
- f) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 22nd September, 2010 to Saturday, 25th September, 2010 (both days inclusive) for the purpose of annual book closure.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT****PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.****Item No. 4**

Mr. Ratan Moondra was appointed as an Additional Director by the Board with effect from 29th June, 2010. As per Section 260 of the Companies Act, 1956 and Article 45 of the Articles of Association of the Company the said Director holds office only upto the date of the forthcoming Annual General Meeting of the

Company but is eligible for appointment. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member, proposing the candidature of Mr. Ratan Moondra for the office of Director liable to retirement by rotation.

None of the Directors other than Mr. Ratan Moondra is interested in the said resolution. The Board recommends the resolution for approval of the Members.

Item No. 5

Justice S. S. Parkar (Retd.) was appointed as an Additional Director by the Board with effect from 1st July, 2010. As per Section 260 of the Companies Act, 1956 and Article 45 of the Articles of Association of the Company the said Director holds office only upto the date of the forthcoming Annual General Meeting of the Company but is eligible for appointment. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member, proposing the candidature of Justice S. S. Parkar (Retd.) for the office of Director liable to retirement by rotation.

None of the Directors other than Justice S. S. Parkar (Retd.) is interested in the said resolution. The Board recommends the resolution for approval of the Members.

By Order of the Board,
For Veritas (India) Limited

Sd/-

(Hanoz B. Chinoy)
Company Secretary

Mumbai, 7th July, 2010

Registered Office;
701, Embassy Centre,
Nariman Point,
Mumbai - 400 021.

**Details of Directors seeking appointment / re-appointment as required under
Clause 49 of the Listing Agreement.**

Name of Directors	Mr. Nitin Kumar Didwania	Mr. Ratan Moondra	Justice S. S. Parkar (Retd.)
Date of Birth	23-06-1974	30-01-1972	01-10-1943
Qualification	M. Com	B. Sc, C.A.	B.A, LL.M
Expertise in specific functional areas	Has rich and varied experience in the field of Imports and Exports, Trading, Marketing and Procurement since last more than 14 years.	Has rich experience in the field of taxation, accountancy and is an expert consultant relating to Special Economic Zone (SEZ) Regulations	Justice S. S. Parkar (Retd.) is a stalwart in the legal arena and has practiced in various Courts. He was a Judge of Bombay High Court for more than 9 years.
Directorship held in other Public companies	1. Biofuels (Veritas) Ltd. 2. Groupe Veritas Ltd. 3. Hazel Infotech Ltd. 4. Hazel Mercantile Ltd. 5. Hazel Infra Ltd. 6. India Fintrade Ltd. 7. Veritas Infrastructure Development Ltd. 8. Veritas Investments Ltd.	-	1. UV Asset Reconstruction Co. Ltd.
Membership of Committees	-	-	-
No. of shares of face value of Re. 1/- each held in the Company	92,50,000	-	-

BOARD OF DIRECTORS

Mr. Nitin Kumar Didwania
Ms. Alpa Parekh
Mr. Saurabh Sanghvi
Mr. Ratan Moondra
Mr. S. S. Parkar

Chief Financial Officer:

Mr. Girish Zaveri

Company Secretary

Mr. Hanoz Chinoy

Registered Office

701 Embassy Centre,
Nariman Point,
Mumbai- 400 021
Tel no. 022-22824444
Fax no. 022-22824440
E-mail: corp@veritasindia.net

Auditors

M/s. Shabbir S. Bagasrawala,
Chartered Accountants

Bankers

Punjab National Bank
State Bank of India
ICICI Bank Ltd.

Registrars & Share Transfer Agents

M/s. Mondkar Computers Pvt Ltd.
21, Shakil Niwas,
Opp. Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (E)
Mumbai – 400 093

Tel No. 022-28207203
Fax No. 022-28207207

Contents	Page No.
Directors' Report	1
Management Discussion & Analysis Report.....	7
Corporate Governance Report ..	10
Auditors' Report	19
Balance Sheet	25
Profit & Loss Account	26
Schedules forming part of Balance Sheet and Profit & Loss Account	27
Cash Flow Statement.....	37
Balance Sheet Abstract	38
Subsidiary Statement	39
<u>Consolidated Financial Statements</u>	
Auditors' Report	40
Consolidated Balance Sheet	46
Consolidated Profit & Loss Account ..	47
Schedules forming part of Consolidated Balance Sheet & Profit & Loss Account	48
Cash Flow Statement	58

DIRECTORS' REPORT

To,
The Members,
Veritas (India) Limited

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS

(Rs. in Lacs)

	Standalone		Consolidated	
	<u>2009-2010</u>	<u>2008-2009</u>	<u>2009-2010</u>	<u>2008-2009</u>
Turnover	11175.36	6604.81	22021.77	7710.36
Profit before Tax	129.03	55.25	720.22	172.93
Less: Provision for Taxation				
- Current Tax	20.50	6.40	20.50	6.40
- Deferred Tax	68.60	25.90	68.60	25.90
- Fringe Benefit Tax	-	0.53	-	0.53
Profit after Tax	39.93	22.42	631.12	140.10
Add: Balance in Profit & Loss Account	45.85	23.43	163.52	23.42
brought forward				
Balance transferred to Balance Sheet	85.78	45.85	794.64	163.52
Earnings per Share of Rs. 10/- each	3.93	2.25	62.15	14.07

OPERATIONS

During the financial year ended 31st March, 2010 the consolidated turnover increased to Rs. 220.21 crores as compared to Rs. 77.10 crores in the previous year, an increase of about 185%. Similarly, Net Profit after tax increased substantially from Rs. 1.40 crores in the previous year to Rs. 6.31 crores.

DIVIDEND

In order to conserve the resources, the Directors do not recommend any dividend for the Financial Year 2009-2010.

WINDMILL PROJECT

During the year, the Company has set up two new Wind Mills for Power generation at Tirunelveli District in the State of Tamil Nadu and the commercial operations have commenced with effect from 1st October, 2009. Consequently, the wind power generation capacity has increased from 600 KW to 1800 KW.

SUBSIDIARY

The Company has formed an overseas subsidiary viz. Veritas Global Pte Limited which was incorporated on 11th May, 2010 in Singapore.

ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS

The Company has raised an amount of Rs. 73.125 crores by issue and allotment of 14,25,000 Equity Shares of Rs. 10/- each at the premium on 27th March, 2010 on Preferential basis to Promoters, Non-Promoters and Foreign Corporate Bodies to meet the long term resources of the Company, raise funds for corporate actions

like capital expenditure for diversification of the activities of the Company and towards working capital requirements.

LISTING OF SHARES

The aforesaid 14,25,000 equity shares issued on preferential basis have been listed on The Bombay Stock Exchange Limited (BSE); pursuant to the listing approval dated 17th June, 2010 accorded by BSE.

SUB- DIVISION OF EQUITY SHARES

The Equity Shares of the Company have been allotted a new International Securities Identification Number (ISIN) being INE379J01029 by the Depositories namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) pursuant to Sub- division of Equity shares of the Company from 1 Equity Share of Rs. 10/- each into 10 Equity Shares of Re. 1/- each. The previous ISIN being INE379J01011 has been de-activated and the shares of the Company are being traded with the new ISIN with effect from 30th June, 2010.

CORPORATE GOVERNANCE

The Corporate Governance and Management Discussion and Analysis Reports form an integral part of this report and are set out as separate Annexures to this Report. The Certificate from Auditors of the Company, certifying compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement, is annexed to the Report on Corporate Governance.

DIRECTORS

Mr. Nitin Kumar Didwania retires by rotation at the ensuing Annual General meeting and being eligible, offers himself for reappointment.