



VEERAM ORNAMENTS LIMITED

CIN: U74110GJ2011PLC064964

ANNUAL REPORT – 2016-2017



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

Email: info@veeramornaments.com

Website: www.veeramornaments.com

BOARD OF DIRECTORS

Mahendra R Shah	- Managing Director
Rakshit M Shah	- Director
Pinal R Shah	- Director
Rajesh S. Shah	-Director

COMPLIANCE OFFICER

Mahendra R Shah

AUDITORS

DHAVAL PADIYA AND CO
CHARTERED ACCOUNTANTS
27, Samrpan Tenament,
F-101, Shayona Tilak Residency,
OPP. Devnandan Flat
New S. G Road, Gota
Ahmedabad-382481

BANKERS

Central Bank of India
Sardar Patel Nagar Road,
Navrangpura , Ahmedabad -380006
Tel No:+91 079 - 26461673
Fax No:+91 079 26466309
E-mail :bmahme0553@centralbank.co.in
Website: www.centralbankofindia.co.in
Contact Person: Anshuman Singh

REGISTERED OFFICE

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

REGISTRAR AND SHARE TRANSFER AGENT

KARVY COMPUTERSHARE PRIVATE LIMITED
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032

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NOTICE

Notice is hereby given that the 6th Annual General Meeting of the members of Veeram Ornaments Limited will be held on Saturday, 30th 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 Special 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 Special 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

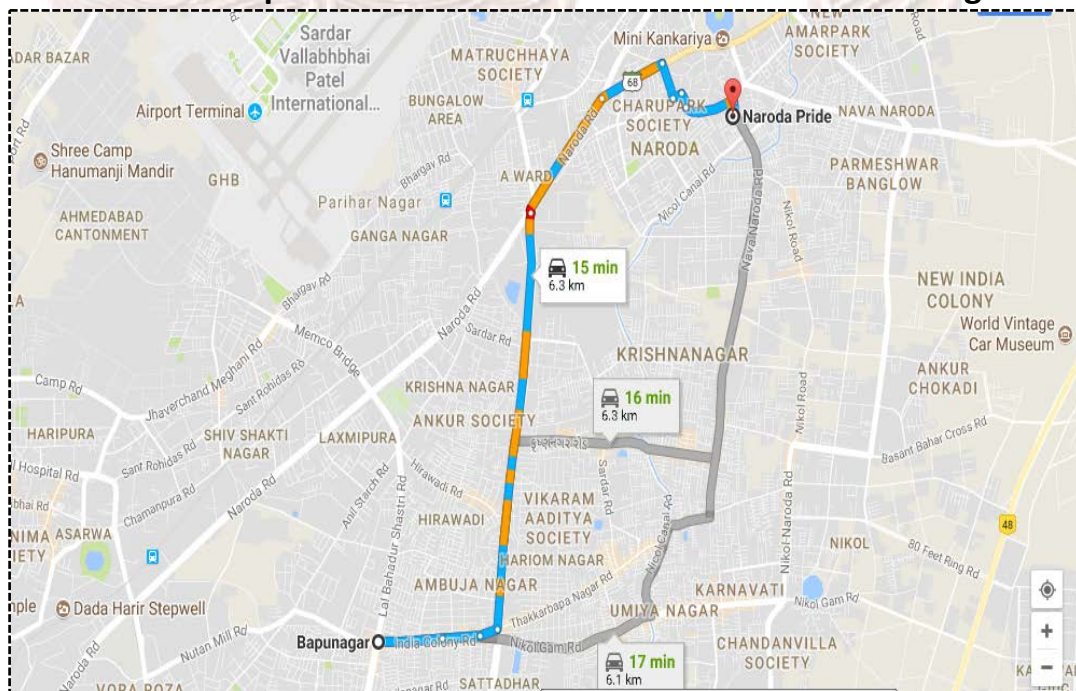
**By Order of the Board of Director
SD/-**

**Mahendra R. Shah
Managing Director**

Registered Office:

Shop No. 2, Naroda Pride,
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Ahmedabad -382350
Gujarat

Route map to the Venue of the Annual General Meeting



DIRECTORS REPORT

To
The Members,
Veeram Ornaments Limited

Your Directors present the 6th Annual Report of your Company together with the Audited Financial Statement for the financial year ended, 31st March, 2017.

FINANCIAL HIGHLIGHTS		
Particulars	2016-17	2015-16
Income for the year was	7,42,43,026	1,37,23,568
<i>Profit before Financial Charges, Depreciation and Taxation Out of which, Provisions have been made for :-</i>	7,50,07,937	1,46,93,820
Financial Charges	8,121	3,90
Depreciation	56,884	57,603
Provision for Taxation :		
(i) Current Income Tax	10,00,000	2,00,000
(ii) Deferred Tax	-	
<i>Profit after Income Tax</i>	29,53,710	8,17,583

DIVIDEND

The Board of Directors has recommended a dividend of Rs. 0.25 (that is, 2.5%) per equity share of Rs. 10/- each for the financial year ended March 31, 2017.

RESERVES

The amounts as on ended of financial year, Reserves are Rs. (4,81,93,522).

SHARE CAPITAL

- **ISSUE OF SWEAT EQUITY SHARE:** The Company under the provision Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity share during the year under review.
- **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.
- **BONUS SHARES:** Company has issued 27,46,680 Equity Shares Having Face value Of Rs. 10/- each as a Bonus Shares as on 20.07.2016 during the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **RETIREMENT BY ROTATION**

In accordance with the provisions of the Companies Act, 2013 Mrs. Pinal R. Shah, Director of the company who is liable to retire by rotation, being eligible for reappointment, offers herself for reappointment.

- **DECLARATION OF INDEPENDENCE:**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

- **The Board made following Appointments**

- Appointment of **Mr. Manohar B Chunara** as an Independent Director in capacity of Director of the company with effect from May 28, 2016.
- Appointment of **Mr. Shankar Bhagat Parsad** as an Independent Director in capacity of Director of the company with effect from May 28, 2016.
- Appointment of **Mr. Rakshit M Shah** as an Additional Director in capacity of Director of the company with effect from April 19, 2017.
- Appointment of **Mr. Rajesh S Shah** as an Additional Director in capacity of independent Director of the company with effect from March 24, 2017.
- Appointment of **Mr. Chirag C Valani** as a CFO of the company with effect from June 20, 2016.
- Appointment of **Ms. Noopur Jain** as a CS of the company with effect from June 15, 2016.

- **The Board made following Cessation**

- Cessation of **Mr. Shankar Prasad Bhagat** who hold Designation of Independent Director of the company with effective from March 24, 2017
- Cessation of **Mr. Rakshit M Shah** who hold Designation of Independent Director of the company with effective from March 25, 2017.
- Cessation of **Mr. Manohar B Chunara** who hold Designation of Independent Director of the company with effective from April 12, 2017.
- Cessation of **Ms. Noopur Jain** who hold Designation of Company Secretary cum Compliance Officer of the company with effective from June 05, 2017.
- Cessation of **Mr. Chirag C Valani** who hold Designation of Chief Financial Officer of the company with effective from August 16, 2017.

NUMBER OF BOARD MEETINGS

The Board of Directors duly met Fourteen (14) times on 04.05.2016, 28.05.2016, 09.06.2016, 20.06.2016, 15.06.2016, 09.07.2016, 16.07.2016, 20.07.2016, 28.07.2016, 29.07.2016, 01.08.2016, 02.01.2017, 24.03.2017, 25.03.2017 during the year under review

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 board annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) 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 a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- (c) 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;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

MANAGERIAL REMUNERATION

Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in this report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is not applicable to the company. And Company does not have any subsidiary.