



Annual Report 2018-19  
**VEERAM SECURITIES LIMITED**

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**BOARD OF DIRECTORS**

Mahendra R Shah  
Rakshit M Shah  
Pinal R Shah  
Rajesh S. Shah  
Satish V. Sheth

- Managing Director & CFO w.e.f 25.04.2019  
- Director  
- Director  
- Director  
- Director

**COMPLIANCE OFFICER**

Priti Jain w.e.f. 25.04.2019

**AUDITORS**

PARTH SHAH AND ASSOCIATES  
Chartered Accountants  
GF-9, Ankur Complex, B/H Townhall  
Ellisbridge, Ahmedabad  
380006 Gujarat India

**BANKERS**

Central Bank of India  
Sardar Patel Nagar Road,  
Navrangpura,  
Ahmedabad -380006  
Gujarat

**REGISTERED OFFICE**

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

**REGISTRAR AND SHARE TRANSFER AGENT**

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

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**NOTICE** is hereby given that the **8th ANNUAL GENERAL MEETING** of the members of **VEERAM SECURITIES LIMITED ("the Company")** will be held as scheduled below:

Date : 30th day of September, 2019

Day : Monday

Time : 2:00 P.M.

Place : At registered office of the Company situated at

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

To transact the following business:

#### **ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31<sup>st</sup>, 2019 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of **Mrs. Pinal Rakshitbhai Shah (DIN: 06799639)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

Place: Ahmedabad

Date: 02<sup>nd</sup> September, 2019

Registered Office:

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

**BY ORDER OF THE BOARD OF DIRECTORS OF  
VEERAM SECURITIES LIMITED**

**Sd/-**

**Mahendra R. Shah  
Managing Director**

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.**

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
3. The Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to the special business to be transacted at the Meeting, is annexed hereto.

4. **The Register of Members and Share Transfer Books will remain closed from 23<sup>RD</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting (AGM).**
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
6. 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.
7. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. 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.
10. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. 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 FINTECH PRIVATE LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
12. 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. **The Annual Report of the Company will also be available on the Company's website [www.veeramornaments.com](http://www.veeramornaments.com)**
13. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
14. **The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.**
15. **BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**  
Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors

seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 are as follows.

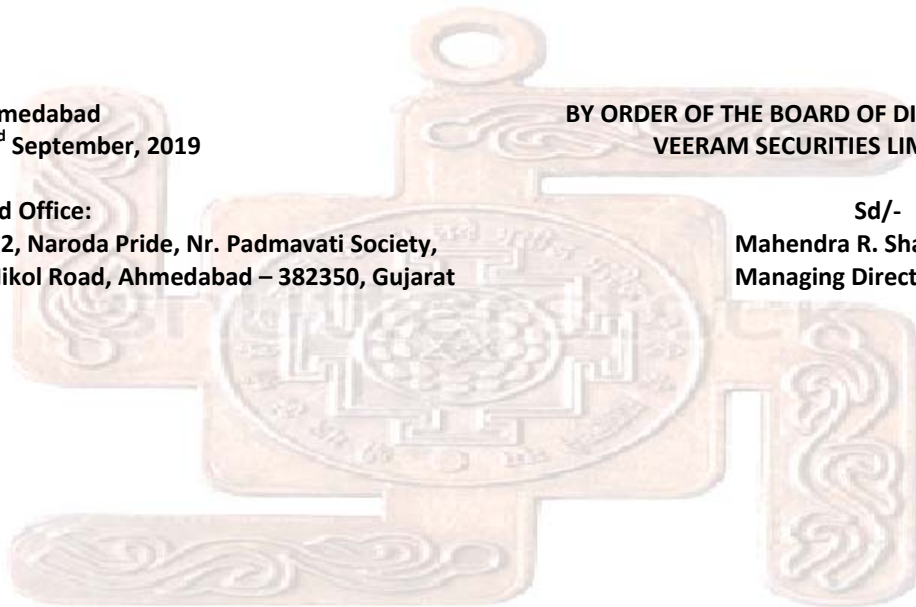
Particular	Mrs. Pinal R Shah
Date of Birth	27/09/1981
Date of Appointment	03/02/2014
Qualification	She holds the Bachelor degree of Science from the reputed University of Gujarat
Relationships between directors inter se	Mrs. Pinal R. shah is Wife of Mr. Rakshit M. Shah
Directorship held in other companies*	2
Membership/Chairmanships of Committee in other Public Companies	Nil

Place: Ahmedabad  
Date: 02<sup>nd</sup> September, 2019

BY ORDER OF THE BOARD OF DIRECTORS OF  
VEERAM SECURITIES LIMITED

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

Sd/-  
Mahendra R. Shah  
Managing Director





## **DIRECTORS REPORT**

To  
The Members,  
**Veeram Securities Limited**

Your Directors present the 8<sup>th</sup> Annual Report of your Company together with the Audited Financial Statement for the financial year ended on 31<sup>st</sup> March, 2019.

<b>FINANCIAL HIGHLIGHTS</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Income for the year was	15,74,40,840	28,06,26,091
<b><i>Profit before Financial Charges, Depreciation and Taxation Out of which, Provisions have been made for :-</i></b>	50,51,715	1,07,31,813
Financial Charges	6,110	12,802
Depreciation	8,72,840	8,85,035
Provision for Taxation :		
(i) Current Income Tax	11,09,900	25,32,250
(ii) Deferred Tax	2,703	1,643
<b><i>Profit after Income Tax</i></b>	<b>30,60,162</b>	<b>73,00,083</b>

### **OPERATION & REVIEW**

To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Statement of Profit & Loss together with Notes forming part thereto ("Financial Statement") for the year ended on 31<sup>st</sup> March, 2019 and Report of the Board of Directors and Auditors thereon.

Total Revenue from operation of the company is Rs. 15,50,95,783/- And the net Profit after tax is Rs. 30,60,162/- For the Financial year 2018-19.

### **DIVIDEND**

The Board of Directors of Your Company has not recommended any dividend for the Financial Year ended 31<sup>st</sup> March 2019

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

### **RESERVES**

During the year under review, the Company has transferred Rs. 30,60,162 amount to General reserve account.

### **CHANGE IN THE NATURE OF THE BUSINESS**

During the year, the Company Change its main object from Jewellery Business to Non banking Financial Business.

### **SHARE CAPITAL**

During the year, there is no change in the share capital of the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- **Mrs. Pinal Rakshitbhai Shah (DIN: 06799639)**, is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re- appointment.
- During the Year under review the Board has appointed **Mr. Mahendra Ramniklal Shah (DIN: 03144827)** who has the Managing Director of the Company has also appointed as CFO and **Mrs Priti Jain** as Company Secretary of the Company w.e.f. 25<sup>th</sup> April 2019.
- During the Year the Board has appointed Mr. Satish V Sheth as an Additional Director on 31.07.2018 and he was regularised in last AGM.
- During the Year under review the Board has also appointed Mr. Purvesh V Parikh as an Additional Director on 09.07.2018 and he has resigned from his post as on 31.07.2018.

## **NUMBER OF BOARD MEETINGS**

The Board of Directors duly met Seven (7) times on 21.05.2018, 30.05.2018, 09.07.2018, 31.07.2018, 03.09.2018, 14.11.2018, 15.02.2019 during the year under review.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee. The evaluation covered functioning and composition of the Board and its committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc.

Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

## **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.

#### **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.

#### **RISK MANAGEMENT POLICY**

Pursuant to Section 134(3) (n) of the Companies Act 2013 & SEBI (LODR) Regulation, 2015, the Company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk which may threaten the existence of the Company.

#### **DEPOSITS**

The details relating to deposits from the public during the year, covered under Chapter V of the Act:

Accepted during the year;	NIL
Remain unpaid or unclaimed as at the end of the year;	NIL
Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	NIL
1. at the beginning of the year;	NIL
2. maximum during the year;	
3. at the end of the year;	

#### **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 134(3)(a) read with Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9, is annexed herewith as "**Annexure - I**"

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

##### **A. CONSERVATION OF ENERGY:**

- I. the steps taken or impact on conservation of energy : **Nil**
- II. the steps taken by the company for utilising alternate sources of energy : **None**
- III. the capital investment on energy conservation equipments : **Nil**

##### **B. TECHNOLOGY ABSORPTION:**

- I. the efforts made towards technology absorption : **None**
- II. The benefits derived like product improvement, cost reduction, product development or import substitution: **None**
- III. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - a) The details of technology imported: **None**
  - b) The year of import: **N.A.**
  - c) Whether the technology been fully absorbed: **N.A.**
  - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **N.A.**
  - e) The expenditure incurred on Research and Development: **Nil**



**C. THERE WAS NO FOREIGN EXCHANGE INFLOW OR OUTFLOW DURING THE YEAR UNDER REVIEW**

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

**RELATED PARTY TRANSACTIONS**

During the year under review, contracts or arrangements entered into with the related party, as defined under section 188 of the companies Act, 2013 were in ordinary course of business and on arms' length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the companies act, 2013 and rule 8(2) of the companies (Accounts) Rule, 2014 are annexed herewith as per "Annexure – II".

**PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request .However as per the provisions of Section 136 of the said Act, the Annual Report Excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any, member interested in obtaining the information on employee's particulars, which is available for inspection by the members at the registered office of the Company during Business hours on working days of the Company up to the date of ensuing Annual General Meeting, may write to the Company at the registered office of the Company in advance.

**DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant and material order has been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statements relate and the date of this report.

**AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE/ SEXUAL HARASSMENT COMMITTEE**

- Audit Committee**

**Constitution & Composition of Audit Committee:**

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on July 29<sup>th</sup> 2016 as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares).

The composition of the Audit Committee and details of meetings attended by the members of the Audit Committee are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
<b>Rajesh Shantilal Shah</b>	Chairman	Non-Executive-Independent Director	4	4
<b>Satish Vadilal Sheth*</b>	Member	Non-Executive-Independent Director	4	3
<b>Pinal R Shah</b>	Member	Non-Executive- Director	4	4
<b>Rakshit M shah#</b>	Member	Non Executive Director	4	1

\*Mr. Satish Vadilal Sheth Appointed as Non executive independent Director of the Comapny w.e.f. 31.07.2018 and also appointed as member of the Committee w.e.f. 31.07.2018.

# Mr. Rakshit M Shah Resigned as member of the Committee w.e.f. 31.07.2018.

- Nomination and Remuneration Committee:**

**Constitution & Composition of Remuneration Committee:**

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares)vide board resolution dated July 29<sup>th</sup>, 2016 . The Nomination and Remuneration Committee comprises the following members:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended