

Annual Report 2020-21

Veeram Securities Limited

BOARD OF DIRECTORS

Mahendra Ramniklal Shah	- Managing Director
Rakshit Mahendra Shah	- Director
Pinal Rakshitbhai Shah	- Director
Rajeshbhai Shah	- Director
Satish Vadilal Sheth	- Independent Director
Manohar Chunara	- Independent Director

CHIEF FINANCIAL OFFICER

Mahendra Ramniklal Shah

COMPANY SECRETARY & COMPLIANCE OFFICER

Pooja Suhashbhai Jadiya

AUDITORS

Parth Shah & Associates
GF-9, Ankur Complex, B/Townhall,
Ellisbridge, Ahmedabad- 380006

REGISTERED OFFICE

Ground & First Floor, 7, Natvarshyam Co Op Ho S Ltd,
Opp. Orchid Park, Ramdevnagar Road, Satellite,
Ahmedabad

REGISTRAR AND SHARE TRANSFER AGENT

KFINTECH PRIVATE LIMITED
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad- 500032

VEERAM SECURITIES LIMITED

(CIN:L65100GJ2011PLC064964)

**Ground & First Floor, 7, Natvarshyam Co Op. Ho S Ltd, Opp. Orchid Park, Ramdevnagar
Road, Satellite, Ahmedabad**

Email: compliancingveeram@gmail.com

NOTICE

NOTICE is hereby given that the **10th Annual General Meeting** of the Members of the Company will be held on Thursday, 30th September, 2021 at 2.00 P.M. at the Registered Office of the Company to transact the following business.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on 31st March, 2021, together with reports of the Board and Auditors thereon.**
- 2. To Appoint a Director in place of Mr. Mahendra Ramniklal Shah who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS:

- 3. To Approve the Re appointment of Shri Mahendra Ramniklal Shah as the chairman and Managing director of the Company**

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

“RESOLVED THAT pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and sections 117, 196 and 197 and 203 read with Schedule V and Article of Association of the company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including statutory modification or re enactments thereof for the time being in force), the approval of the members/ shareholders of the company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Mahendra Ramniklal Shah (DIN: 03144827) as the chairman and Managing Director (Key Managerial Personnel) of the company for a period of five years from 10th August, 2021 to 9th August, 2026 as recommended/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 10th August, 2021 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Shri Mahendra Ramniklal Shah subject to the same not exceeding the limit specified under schedule V to the companies act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. To Regularise appointment of Additional director

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

“RESOLVED THAT pursuant to provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Vibhakar (DIN: 09204789) who was appointed as an Additional director of the company with effect from 21st June, 2021 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing annual general meeting of the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

Place: Ahmedabad
Date: 06-09-2021

By Order of the Board of Directors

REGISTERED OFFICE:
Ground & First Floor,
7, Natvarshyam Co Op Ho S Ltd,
Opp. Orchid Park. Ramdevnagar Road,
Sattelite, Ahmedabad-380051

S/d
Mahendra R Shah
Managing Director
(DIN: 03144827)

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. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
3. 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.
4. Members / Proxies / Authorised Representatives are requested to bring their Attendance Slip; which is enclosed herewith. Members, who hold shares in electronic form, are requested to write their DP ID and Client ID number/s and those who hold shares in physical form, are requested to write their Folio Number/s in the Attendance Slip for attending the AGM to facilitate identification of Membership at the AGM.
5. The Register of Members and Share Transfer Books shall remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting (AGM).
6. 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.
7. 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.
8. 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.
9. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.
10. 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.
11. 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.

12. 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.
13. 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, Kfin Technology Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
14. 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.veeramsecuritiesltd.com
15. 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.
16. 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.
17. 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 follows.

Particular	
Name	Mahendra Ramniklal Shah
Date of Birth	01-06-1959
Date of Appointment	24-06-2016
Qualification	Undergraduate
Brief Profile and Nature of Expertise	He has more than 29 years of experience in Jewellery and
Terms & Conditions of Appointment/ Re-appointment	As per the terms and conditions prescribed in the offer letter
Remuneration last drawn	NA
Relation between director inter se	NA

Directorship held in other companies	Darshan Orna Limited
Membership/Chairmanships of Committee in other Public Companies	1
No. of shares held in the company	--
No. of Board Meetings attended during the year	9

Place: Ahmedabad
Date: 06-09-2021

By Order of the Board of Directors

S/d
Mahendra Ramniklal Shah
Managing Director
(DIN: 03144827)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

Item no.-3

Mr. Mahendra R Shah has more than 25 years of experience in production & management of operations. Taking into consideration his knowledge and vast experience he has been appointed as Managing director of the company.

It is proposed to appoint Mr. Mahendra R Shah as the Managing Director on an Annual Remuneration of Rs. 1,80,000. The Board of Directors shall have the liberty to decide/alter the detailed terms and conditions of the appointment and working of Mr. Mahendrabhai R Shah.

None of the directors are concerned or interested in the proposed resolution except to the extent of their shareholding in the company.

Item no.-4

Mr. Sanjay Vibhakar was appointed as an Additional Director of the Company with effect from 21st June, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Sanjay Vibhakar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Board is of the view that the appointment of Mr. Sanjay Vibhakar as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company. None of the Directors/Key Managerial Personnel of the Company/their

relatives, except Mr. Sanjay Vibhakar himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution

Date: 06-09-2021
Place: Ahmedabad

By Order of the Board of Directors

S/d
Mahendra Ramniklal Shah
Managing Director
(DIN: 03144827)

VEERAM SECURITIES LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors present the Annual Report and the Company's Audited Financial Statement for the financial year ended, 31st March, 2021.

FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Amount in Rs.)

Particulars	2020-2021	2019-2020
Income for the year	22,23,01,519	21,02,40,141
Operating & Administrative expenses	18,60,80,183	19,63,11,866
Profit before Financial Charges, Depreciation and Taxation	3,76,58,149	1,45,51,731
Less: Depreciation	14,36,813	6,23,456
Net Profit/(loss) before tax	3,62,21,336	1,39,28,275
Less: Provision for tax	70,00,000	30,00,000
Deferred Tax	-68,666	---
Net Profit/(Loss)after tax	2,92,90,002	1,09,28,275
EPS	2.90	2.55

OPERATION & REVIEW

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2021 and Statement of Profit & Loss together with Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2021 and Report of the Board of Directors and Auditors thereon. Total Revenue from operation of the company is Rs. 20,52,17,043/- And the net Profit after tax is Rs.2,92,90,002 /- For the Financial year 2020-21.

DIVIDEND

No Dividend was declared for the current financial year by the Company during the year under review.

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.

TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to General Reserves account.

CHANGE IN THE NATURE OF THE BUSINESS

During the year, there is no change in the nature of the business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr no.	Name of Director/KMP	Designation
1.	Satish Vadilal Sheth	Independent director
2.	Mahendra Ramniklal Shah	Chief Financial Officer
3.	Mahendra Ramniklal Shah	Managing Director
4.	Rakshit Mahendra Shah	Director
5.	Pinal Rakshitbhai Shah	Director
6.	Rajeshbhai Shah	Director
7.	**Mr. Manohar Chunara	Independent Director
8.	#Sanjay Vibhakar	Independent Director
9.	*Pooja Jadiya	Company Secretary
10.	***Priti Jain	Company Secretary

** During the under review Mr. Manohar Chunara Resigned from the post of Independent director w.e.f 21st June, 2021

During the under review company has appointed Mr. Sanjay Vibhakar as an Independent director w.e.f 21st June, 2021

*The Board of directors of the company has appointed Ms. Pooja Jadiya as company secretary and compliance Officer w.e.f 25th February, 2021.

*** During the under review Ms. Priti Jain has resigned from the post of directorship w.e.f 25th February, 2021.

Further there was no change in the Board of Director of the Company except above changes.

DECLARATION BY INDEPENDENT DIRECTORS

Declaration from all the independent directors has been received that they meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

NUMBER OF BOARD MEETINGS

During the Year under the review the Board of Directors met 9 (Nine) times, Details of the Meetings are as under.

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
17-04-2020	5	4
25-06-2020	6	5
30-06-2020	6	6
08-07-2020	6	5
13-10-2020	6	5
10-11-2020	6	5
07-12-2020	6	5
17-12-2020	6	5
26-02-2021	6	6

Attendance of Directors at Board Meetings and Annual General Meeting

Name	Category of Directors	Attendance		Directorship in other Public Companies
		Board	Last AGM	
Mahendra Ramniklal Shah	Managing Director	9	Yes	1
Rakshit Mahendra Shah	Director	9	Yes	0
Pinal Rakshitbhai Shah	Director	9	Yes	0
Rajeshbhai Shah	Director	9	Yes	0
Manohar Chunara	Independent Director	8	No	1
Satish Vadilal Sheth	Independent Director	1	Yes	2

In respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

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,