



# **Veritas (India) Limited**

---

**31<sup>st</sup> Annual Report  
2015 - 2016**

---

# VERITAS (INDIA) LIMITED

## **BOARD OF DIRECTORS**

Mr. Nitin Kumar Didwania  
Ms. Alpa Parekh  
Mr. Saurabh Sanghvi  
Justice S. S. Parkar (Retd.)  
Mr. Ratan Moondra  
(Resigned w.e.f. May 1, 2015)  
Mr. Rajarangamani Gopalan  
(Appointed W.e.f. May 24, 2016)

## **Chief Financial Officer**

Mr. Rajaram Shanbhag

## **Registered Office**

Veritas House, 3<sup>rd</sup> Floor,  
Mint Road, Fort,  
Mumbai – 400 001.  
Tel no. 022- 2275 5555 / 6184 0000  
Fax no. 022-2275 5556 / 6184 0001  
E-mail: [Corp@veritasindia.net](mailto:Corp@veritasindia.net)

## **Corporate Identity Number**

L23209MH1985PLC035702

## **Statutory Auditors**

M/s. Shabbir & Rita Associates LLP,  
Chartered Accountants

## **Bankers**

Punjab National Bank  
Axis Bank Limited

## **Registrars & Share Transfer Agents**

M/s. Universal Capital Securities Pvt. Ltd.  
21, Shakil Niwas,  
Opp. Satya Saibaba Temple,  
Mahakali Caves Road,  
Andheri (East),  
Mumbai – 400 093.

Tel No. 022-28207203 / 05  
Fax No. 022-28207207

Contents	Page No.
Directors' Report .....	01
Management Discussion & Analysis Report.....	28
Corporate Governance Report.....	31
CFO Certification.....	49
Code of Conduct .....	50
Independent Auditors' Report .....	51
Balance Sheet .....	60
Profit & Loss Account .....	61
Cash Flow Statement.....	62
Notes forming part of financial statements...	64
<b><u>Consolidated Financial Statements</u></b>	
Independent Auditors' Report.....	79
Consolidated Balance Sheet .....	88
Consolidated Profit & Loss Account .....	89
Consolidated Cash Flow Statement .....	90
Notes forming part of financial statements....	92
Notice of AGM.....	103

# VERITAS (INDIA) LIMITED

## DIRECTORS' REPORT

To  
The Members of Veritas (India) Limited,

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report on the business and operations of the Company together with the audited accounts for the financial year ended March 31, 2016.

### A. FINANCIAL RESULTS

The Company's financial highlights in accordance with IGAAP (Indian Generally Accepted Accounting Principles), for the year ended March 31, 2016 is tabled below: -

Particulars	Standalone		Consolidated	
	2015-2016	2014-2015	2015-2016	2014-2015
<b>Revenue from operations (including other income)</b>	455.18	513.80	1,455.83	1,502.75
Profit before tax	8.77	10.89	61.47	50.18
<b>Less: Provision for Taxation</b>				
- Current Tax	(1.70)	(2.30)	(1.70)	(2.33)
- Deferred Tax	0.46	0.18	0.46	0.18
- Current Tax Expense related to prior Years.	-	-	0.00	0.00
Profit after Tax for the current year	7.53	8.77	60.23	48.03
<b>Add: Balance in Profit &amp; Loss Account brought forward.</b>	30.37	21.72	104.42	93.90
<b>Add: Credit for Tax on Dividend</b>	0.02	0.02	0.02	0.02
<b>Less: Loss on disposal of subsidiary</b>	0.00	0.00	0.00	(37.20)
<b>Less: Trf. to Capital reserve on merger</b>	0.00	0.00	0.00	(0.20)
Profit available for Appropriation	37.93	30.51	164.67	104.56
<b>Less:</b>				
- Proposed Dividend	0.13	0.12	0.13	0.12
- Dividend Distribution Tax	0.03	0.02	0.03	0.02
<b>Balance transferred to Balance Sheet</b>	<b>37.77</b>	<b>30.37</b>	<b>164.51</b>	<b>104.41</b>

### PERFORMANCE HIGHLIGHTS:

The following are the figures and comparison of the operation of the Company,

- Standalone revenue from operations of Rs. 4,519,226,331/- as compared to previous year of Rs. 5,059,501,414/-.
- Consolidated revenue from operations of Rs. 14,557,855,189/- as compared to previous year of Rs. 15,027,351,443/-.
- Standalone Profit after Tax of Rs. 75,324,703/- as compared to previous year of Rs. 87,683,506/-.
- Consolidated Profit after Tax of Rs. 602,318,617/- as compared to previous year of Rs. 480,332,407/-.

# VERITAS (INDIA) LIMITED

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

During the year under review, there were no material changes and/or commitments affecting the financial position of the company between the end of the Financial year and the date of this report.

## **DIVIDEND**

Your Directors are pleased to recommend a dividend of 5 (Five) paise per Equity Share of the face value of Re. 1/- (Rupees One only) each for the financial year ended March 31, 2016 payable to the shareholders whose names appear in the Register of Members as on the Book Closure date. The Dividend is payable subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The total cash outgo on account of dividend payment for the financial year 2015-16 will be Rs. 16,14,900/- (Rupees Sixteen Lakhs Fourteen Thousand Nine Hundred Only) including dividend distribution tax thereon of Rs.2,74,400/- (Rupees Two Lakhs Seventy-Four Thousand Four Hundred Only).

## **TRANSFER TO RESERVES**

Your Company proposed not to transfer any fund out of its total profit of Rs. 7.53 Crore for the financial year to the General Reserves of the Company.

## **INCREASE IN SHARE CAPITAL**

During the year under review, pursuant to the special resolution passed by the way of postal ballot by the Company on July 09, 2015, your Company has allotted 26,00,000 (Twenty-Six Lakhs) equity shares to the Foreign Portfolio Investor on preferential basis of Re.1/- (Rupees One Only) each at a price of Rs. 100 (Rupees One Hundred Only) per share including a premium of Rs. 99/- (Rupees Ninety-Nine Only) each. The equity shares issued shall rank pari passu in all respects with the existing equity shares of the Company including dividend. Consequently, the paid-up share capital of the Company has increased to Rs. 2,68,10,000/- (Rupees Two Crores Eight Lakhs Ten thousand only) comprising of 2,68,10,000 (Two Crores Eight Lakhs Ten thousand only) Ordinary (Equity) shares of Re. 1/- (Rupees One Only) each fully paid-up.

## **CONSOLIDATED FINANCIAL STATEMENT**

The Consolidated Financial Statements of the Company and its subsidiaries for the financial year 2015-16, prepared in accordance with the Companies Act, 2013 and applicable Accounting Standards along with all relevant documents and the Statutory Auditors' Report forms part of this Annual Report.

The detailed Financial Statements as stated above are also available on the website of the Company and can be accessed at the web link <http://www.veritasindia.net/investorinformation/AnnualReport.aspx>.

## **SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES**

During the year under review, the Hon'ble High Court of Madras, vide its order dated March 30, 2016, sanctioned the scheme of Amalgamation between one of the wholly owned subsidiaries of your Company M/s Kudrat Farming Private Limited (Transferor Company) and step-down subsidiary M/s Veritas Agro Venture Private Limited (Transferee Company) and their respective shareholders and creditors ('the Scheme') which was approved by the shareholders of the respective companies at their General Meetings.

# VERITAS (INDIA) LIMITED

During the year, the Company acquired 100% shareholding in M/s. Veritas Polychem Private Limited and became the wholly owned subsidiary of your Company. M/s. Veritas America Trading Inc. became subsidiary of the Company with effect from August 05, 2015.

As on 31<sup>st</sup> March 2016, Your Company own following wholly owned subsidiary / Step down subsidiaries companies within India and abroad:

- 1) M/s. Dharni Farming Private Limited, incorporated in India
- 2) M/s. Veritas Agro Ventures Private Limited, incorporated in India
- 3) M/s. Veritas Polychem Pvt. Ltd., India
- 4) M/s. Veritas International FZE, incorporated in Dubai, UAE
- 5) M/s. Hazel International FZE, incorporated in Sharjah, UAE
- 6) M/s. Veritas Global PTE Limited, incorporated in Singapore
- 7) M/s. GV Investment Finance Company Limited, incorporated in Mauritius
- 8) M/s. Veritas America Trading INC, USA

During the year under review, the Board of Directors reviewed the affairs of Company's subsidiaries. Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standards -21 issued by the Institute of Chartered Accountant of India, Consolidated Financial Statement presented by the Company include the financial statements of its subsidiaries. Further, in accordance with Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014 the report on the performance and financial position of all the subsidiaries, associates and joint venture companies included in the Consolidated Financial Statements is provided in the prescribed format AOC-1 is attached as Annexure I which forms part of this report.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separately audited accounts of each of its subsidiaries on its website at [www.veritasindia.net](http://www.veritasindia.net) and the same shall be available for inspection by the Members at the registered office of your Company during the business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM. Members desirous of obtaining a copy of the said financial statements shall write to the Investor Relations Department of the Company at the Registered Office Address.

Your Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website which can be accessed using the link [http://www.veritasindia.net/investorsinformationpdf/Policy\\_for\\_determining\\_Material\\_Subsiidiaries.p](http://www.veritasindia.net/investorsinformationpdf/Policy_for_determining_Material_Subsiidiaries.pdf)  
[df](http://www.veritasindia.net/investorsinformationpdf/Policy_for_determining_Material_Subsiidiaries.p).

## **INTERNAL FINANCIAL CONTROLS**

Your Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by Management and approved by the Audit Committee and the Board of Directors of the Company. These Accounting policies are reviewed and updated from time to time. In this connection, your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India. Changes in Accounting policies, if any, are reviewed and approved by the Audit Committee in consultation with the Statutory Auditors from time to time.

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of such assessments

# VERITAS (INDIA) LIMITED

carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

## **Indian Accounting Standards (IND AS) – IFRS Converged**

Your Company would adopt Indian Accounting Standards (“Ind AS”) for the accounting periods beginning on 1st April, 2017 pursuant to Ministry of Corporate Affairs Notification dated 16th February, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015.

## **MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT**

A detailed analysis of your Company’s performance is discussed in Management Discussion and Analysis Report, which forms part of this Annual Report.

## **PARTICULARS OF CONTRACTS OR AGREEMENTS ENTERED INTO WITH RELATED PARTIES**

During the financial year 2015-16, your Company has entered into transactions with the related parties as defined under Section 2(76) of the Companies Act, 2013 read with the Rules made thereunder, all of which are in the ordinary course of business and are on arms’ length basis and in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the Listing Regulations. All related party transactions are placed on a quarterly basis before the Audit Committee and were reviewed and approved by the Audit Committee. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. In line with the provisions of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, your Company has formulated a policy on Materiality of Related Party Transaction and on dealing with related party transactions duly approved by the Board and is uploaded on the website of the Company.

The details of the transactions with related parties and the status of outstanding balances as per Accounting Standard 18 are set out in Note nos. 28(b) to the Standalone Financial Statements forming part of this report.

## **STATUTORY AUDITORS**

## **STATUTORY AUDITORS AND STATUTORY AUDITORS’ REPORT**

Pursuant to provisions of Section 139 of the act and the rules framed thereunder, M/s. Shabbir & Rita Associates LLP, Chartered Accountants, Mumbai, (Firm Registration No. 109420W), were appointed as the Statutory Auditor of the Company at the 30<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 and will hold the office till the conclusion of 32<sup>nd</sup> Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every AGM. Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules made thereunder, the Company has received a letter from the Auditors stating that their appointment, if made, would be within the prescribed limit laid down under the Act and that they are not disqualified for re-appointment. Accordingly, the members’ approval is being sought for their appointment as the Auditors of the Company at the ensuing Annual General Meeting.

The reports given by the Auditors on standalone and consolidated financial statements of the Company form part of the Annual Report. There are no qualifications, reservations, adverse remarks or disclaimers given by the Auditors in their reports. The notes on financial statements referred to in the Auditors’ Report are self-explanatory and do not call for any further comments.

# VERITAS (INDIA) LIMITED

## **Secretarial Audit Report**

The Board has appointed M/s. JMJA & Associates LLP, Practicing Company Secretaries as Secretarial Auditor of the for the financial year 2015-2016 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report for the financial year ended March 31, 2016 as submitted by them is annexed as Annexure II and forms part of this Report.

There are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in the Report issued by them for the financial year 2015-16 which call for any explanation from the Board of Directors.

## **Reporting of Frauds by Auditors**

During the year under review, the Statutory and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARNATEES GIVEN AND SECURITY PROVIDED**

Particulars of investments made, loan given, guarantee given or security provided and the purpose for which the loan or guarantee or security given as proposed to be utilized pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") are provided in the Note No. 24 to the financial statements.

## **H. PUBLIC DEPOSIT**

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **I. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures with regards to the particulars of Directors, KMPs and employees who are in receipt of remuneration in excess of the limits as prescribed under the provisions of Section 197(12) of the Act read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended till date as may be applicable are available and the Statement containing the details of employee remuneration as required under Section 197 of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection at the registered office of the Company during business hours on working days 21 days before the Annual General Meeting and any Member willing to obtain copy of the said statement can write to the Investor Relations Department at the Registered office address. In terms of Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the Members excluding the information on employees' particulars.

## **J. BOARD AND COMMITTEES**

### **DIRECTORS**

Mr. Ratan Moondra resigned as a Director of the Company with effect from May 01, 2015 due to pre-occupation. The Board places on record its deep appreciation for valuable services and guidance provided by Mr. Moondra during his tenure with the Company.

# VERITAS (INDIA) LIMITED

Pursuant to the provisions of Section 149 of the Companies Act, 2013 Mr. Rajarangamani Gopalan (DIN: 01624555) was appointed as an Additional Director, to serve the Board as an Independent Director with effect from May 24, 2016 for a period of five consecutive years, subject to the approval of shareholders. As per Section 160 of the Act, Mr. Gopalan being an Additional Director of the Company, holds the office up to the ensuing Annual General Meeting (AGM) and is eligible to be appointed as an Independent Director of the Company.

The Company has received notice in writing under Section 160 from members, along with a requisite deposit, signifying his intension to propose the appointment / re-appointment of Mr. Rajarangamani Gopalan as mentioned in the preceding paragraphs.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Schedule IV and the relevant rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as an independent director during the year.

In accordance with the Section 152, other applicable provisions of the Companies Act, 2013 and in terms of Memorandum and Article of Association of the Company, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Accordingly, Mr. Saurabh Sanghvi (DIN: 02000411), Whole-Time Director will retire by rotation at the ensuing AGM, and being eligible have offered himself for re-appointment. Appropriate resolution for his re-appointment has been included in the Notice ensuing AGM. A brief resume and other related information of the Directors has been detailed in the Notice of the ensuing AGM. Your Directors recommend his re-appointment as a Whole-time Director for your Company.

## **Key Managerial Personnel**

During the year under review, Mr. Mukesh Tank resigned from the post of Company Secretary with effect from March 11, 2016 and the Company is in the process of finding a suitable candidate to be appointed as a Company Secretary of the Company. The following have been designated as Key Managerial Personnel (KMP) of the Company pursuant to Section 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (a) Mr. Saurabh Sangavi: Whole Time Director
- (b) Mr. Rajaram Shanbhag Chief Financial Officer

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out a formal Annual evaluation of the performance of its own performance and that of its Committees, the Chairman as well as performance of the Director individually. The evaluation was done by the way of a structured questionnaires covering various aspects of the Boards functioning, amongst others vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance



# VERITAS (INDIA) LIMITED

evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

## **FAMILIARIZATION PROGRAMME FOR DIRECTORS**

Your Company has in place a structured induction and familiarization programme for all its Directors including the Independent Directors. Your Company through such programmes familiarizes not only the Independent Directors but any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events, etc. In order to enable the Directors to fulfill the governance role, comprehensive presentations are made on the various businesses, business models, risk minimization procedures and new initiatives of the Company. Changes in domestic/overseas corporate and industry scenario including their effect on the Company, statutory and legal matters are also presented to the Directors on a periodic basis. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading. The details regarding the familiarization programme imparted by the Company can be accessed on the website of your Company on the Web-Link <http://www.veritasindia.net/investors-information/downloads.aspx>.

Further, at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on the website of your Company at Web-Link <http://www.veritasindia.net/investors-information/downloads.aspx>.

## **POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION**

As part of good governance and Board process and also in accordance of the requirement of the Act and SEBI (Listing Regulations), the Company has adopted a policy for Board Diversity, Appointment, Remuneration, Training and Evaluation of Directors and Employees. The Policy inter alia includes criteria for determining qualifications, positive attributes, independence notice of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013. The details of such Nomination and Remuneration Policy on the appointment and remuneration is annexed as **Annexure III** and forms part of this Annual Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(C) OF THE COMPANIES ACT, 2013**

Pursuant to provisions under Section 134(5) of the Companies Act, 2013, with respect to Director's Responsibility Statement, the Directors confirm:

- (a) That in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed and there are no material departures from the same;
- (b) That they had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- (c) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That Directors had prepared the annual accounts on a 'going concern' basis;

# VERITAS (INDIA) LIMITED

- (e) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **NUMBER OF MEETINGS OF THE BOARD**

During the financial year 2015-16, Six meetings of the Board of Directors were held. The dates on which the said meetings were held and the details of attendance of Board of Directors and its Committees in such meeting are mentioned in the Corporate Governance Report under the heading "Board of Directors" forming part of this Annual Report.

## **Audit Committee**

The Committee comprises of three Directors viz. Ms. Alpa Parekh (Chairperson of the Committee), Mr. Saurabh Sanghvi, and Mr. Shafi Sayeed Parkar. All the Members of the Committee possess accounting and financial management knowledge. All the members of the Committee are Non-Executive Directors except Mr. Saurabh Sanghvi and two third of the members of the Committee are independent Directors. The Company Secretary of the Company is the Secretary of the Committee.

All the recommendations of the Audit Committee were accepted by the Board.

## **GOVERNANCE**

### **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34 of the Listing Regulations read with Schedule V to the said Regulations, a separate Report on Corporate Governance along with a required Certificate from Practicing Company Secretaries regarding the compliance of the conditions of Corporate Governance as stipulated forms part of this Annual Report.

### **RISK MANAGEMENT POLICY**

Your Company has a well-defined framework for risk management in place to identify, measure and mitigate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

Your Company has developed and implemented a Risk Management Policy for evaluation and mitigation of the risks. The Risk Management Policy, inter alia, includes identification therein of elements of risks, including those which in the opinion of the Board may threaten the existence of the Company. Risk management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives. Further, it is embedded across all the major functions and revolves around the goals and objectives of the organization. However, during the year under review there are no such risks which in the opinion of the Board may threaten the existence of your organization.

### **VIGIL MECHANISM**

The Vigil Mechanism as envisaged pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Rules prescribed thereunder and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to

# VERITAS (INDIA) LIMITED

provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

Under this policy, your Company encourages its employees to report any reporting of fraudulent - financial or other information to the stakeholders, and any conduct that results in violation of the Company's code of business conduct, to the management (on an anonymous basis, if employees so desire). Likewise, under this policy, your Company has prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice has occurred or are occurring, reports that information or participates in the investigation. Also, no personnel have been denied access to the Chairman of the Audit Committee.

Whistle Blower Policy of your Company is available on the Company's website and can be accessed at the Web-link: <http://www.veritasindia.net.com/investorinformation/downloads.aspx>.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In terms of Section 135 of the Companies Act, 2013 read with Rules framed thereunder, your Company has constituted a Committee names as Corporate Social Responsibility (CSR) Committee. The CSR Committee comprises of Mr. Nitin Kumar Didwania, Non-Executive Director Non-Independent Director, Mr. Saurabh Sanghvi, Whole-Time Director and Ms. Alpa Parekh, Non-Executive Independent Director. The Committee has been entrusted with the responsibility for recommending to the Board about the implementing of the CSR activities. Also, the Committee inter alia monitors the CSR activities.

The Corporate Social Responsibility Committee had formulated and recommended to the Board a Corporate Social Responsibility Policy ('CSR Policy') which was subsequently adopted by it and is being implemented by the Company. The CSR Policy includes a brief overview of the projects and / or programs proposed to be undertaken by the Company and can be accessed at the Company's website at the Web-link <http://www.veritasindia.net/investorsinformation/downloads.aspx>.

The Company was unable to spend the amount as prescribed under the Companies Act, 2013 during the financial year. The Company is finalizing formation of Trust and suitable projects to be started under its CSR policy.

## **SHARE CAPITAL**

The issued, subscribed and paid up Equity Share Capital as at March 31, 2016 stood at Rs. 26,810,000/- (Two Crore Sixty-Eight Lacs Ten Thousand only) comprising of 26,810,000 Ordinary (Equity) shares of Rs.1 each fully paid-up as compared to Rs.2,42,10,000/- (Two Crores Forty-two Lakhs Ten Thousand only) Ordinary (equity) shares in the previous financial year ended March 31, 2015 on allotment of Rs.26,00,000 Ordinary (equity) shares of Re.1 at a price of Rs.100 each including of a premium of Rs. 99 per shares to Latitude Consultants Limited, a Foreign Portfolio Investor on preferential allotment basis.

During the year under review, the Company has not issued equity shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2016 none of the Directors of the Company holds instruments convertible into equity shares of the Company.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as on March 31, 2016 in the prescribed format Form No. MGT - 9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as Annexure IV and forms part of this report.

# VERITAS (INDIA) LIMITED

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

The provisions of Section 134 of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts) Rules, 2014 providing for the details of Conversation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are not applicable since the Company is into trading and distribution business.

However, your Directors have taken proper care to conserve the energy during the year under review.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>EARNINGS</b>		
Dividend	17,865,316	11,845,318
LC Commission from Subsidiary	116,07,750	NIL
Interest from Subsidiary	2,662,344	NIL
FOB Value of Exports – Traded Goods	97,793,089	362,897,177
<b>TOTAL</b>	<b>129,928,499</b>	<b>374,742,495</b>
<b>OUTGO</b>		
CIF Value of Imports - Traded Goods	NIL	179,420,220
<b>TOTAL</b>	<b>NIL</b>	<b>179,420,220</b>

The Company has taken various initiatives for development of export markets for sale of various products in the International market to increase its foreign exchange earnings.

## GENERAL DISCLOSURES

The Chairman of the Company did not receive any remuneration or commission from any of the subsidiary of your Company. The Whole Time Director of the Company did not receive any commission from any of its subsidiaries.

Your Directors state that no disclosures or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- No Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status or Company's operations in future.
- Issue of Shares (Including Sweat Equity Shares and Employee Stock Options) to employees of the Company under any Scheme.
- The Company has not bought back any shares during the year.
- During the year under review, no cases were filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## CHANGE OF REGISTERED OFFICE OF THE COMPANY:

During the year under review, your Company has shifted its registered office within the limits of Mumbai city. Address of new Registered office is Veritas house, 3<sup>rd</sup> Floor, 70, Mint road, Fort, Mumbai 400 001.

# VERITAS (INDIA) LIMITED

## **ACKNOWLEDGEMENTS:**

Your Directors are highly grateful for all the guidance, support and assistance received from the Government of India, State Government of Gujarat, State Government of Maharashtra, Other State Governments Wherein the Company has its operations, Gujarat Maritime Board, Various Financial Institutions and Banks. Your Directors thank all shareholders, esteemed customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

**For and on Behalf of the Board of Directors**

**PLACE:** Mumbai  
**DATE:** 12<sup>th</sup> August, 2016

**Sd/-**  
**(Nitin Kumar Didwania)**  
**CHAIRMAN & DIRECTOR**  
**DIN: 00210289**

**ANNEXURE 1**  
**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures  
Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Name of the subsidiary Company	Reporting Period	Reporting Currency and exchange rate as on the last date of the Financial Year)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision For Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding
<b>Wholly Owned Subsidiary</b>														
1	Veritas Polychem Private Limited	31-Mar-16	INR	100000	(700,122)	68,218	668,340	-	-	(631,948)	-	(631,948)	-	100
2	Veritas America Trading Inc.	31-Mar-16	USD	67,610	(526,259)	2,798,654	3,257,309	-	-	(518,187)	-	(518,187)	-	100
3	Veritas International FZE	31-Mar-16	USD	290,136,063	1,335,997,952	3,347,960,582	1,721,826,567	3,422	10,034,656,620	545,087,868	-	545,087,868	17,865,316	100
4	Hazel International FZE	31-Mar-16	USD	596,095	35,632	4,821,781,081	4,821,149,354	-	-	-	-	-	-	100
5	Veritas Agro Ventures Private Limited	31-Mar-16	INR	100,000	8,350,447,036	8,498,575,255	148,028,219	601,600	3972237	1,907,153	(9003)	1,916,156	-	100
6	Dharni Farming Private Limited	31-Mar-16	INR	100000	-98012	67328	65,340	-	-	-27920	-	27,920	-	100
<b>Step Down Subsidiary</b>														
7	GV Investment Finance Company Limited	31-Mar-16	USD	601,600	(1,142,390)	484,572	1,025,363	-	-	(581,908)	-	581,908	-	100
8	Veritas Global Pte Ltd	31-Mar-16	USD	3,422	6,871,815	36,682,546	29,807,309	-	-	(498,282)	(71,810)	426,472	-	100

**Notes:**

- 1 % of Shareholding includes direct and indirect holding through subsidiary
- 2 The amounts given in the table above are from the annual accounts made for the respective financial year end for each of the companies.
- 3 The Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, have been given based on the exchange rate of US Dollar as on March 31, 2016 i.e. Rs. 66.33/-
- 4 During the year, Veritas America Trading Inc. and Veritas Polychem Private Limited became the Wholly-Owned Subsidiary of the Company with effect from August 05, 2015 and December 07, 2015.
- 5 During the year under review, Veritas Agro Ventures Private Limited became the Wholly-Owned Subsidiary pursuant to the scheme of amalgamation of Kudrat Private Farming Limited and Veritas Agro Ventures Limited.
- 6 There are no subsidiaries which are yet to commence operation.

Part B of Form AOC-1 is not applicable to the Company as the Company does not have any Associate Company and Joint Venture

Place: Mumbai  
Date: August 12, 2016

For Veritas (India) Limited  
Sd/-  
Nitin Kumar Didwanie  
Chairman & Director  
Sd/-  
Rajaram Shambhag  
Chief Financial Officer

Sd/-  
Alpa Parekh  
Director

# VERITAS (INDIA) LIMITED

## ANNEXURE II

### SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Veritas (India) Limited  
Veritas House, 3<sup>rd</sup> Floor  
70, Mint Road, Fort  
Mumbai – 400 001  
Maharashtra

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Veritas (India) Limited bearing CIN L23209MH1985PLC035702 (hereinafter referred as “Company”) having its Registered office at Veritas House, 3<sup>rd</sup> Floor, Mint Road, Fort, Mumbai – 400 001. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI ACT”):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and amendments from time to time;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

## VERITAS (INDIA) LIMITED

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange;
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015).
- (iv) Other applicable laws like The Employees State Insurance Act, 1948, The Employees Provident Funds and Miscellaneous Provisions Act, 1952, the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, the Maharashtra Shops and Establishments Act, 1948,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.
- b) During the year under review, Mr. Mukesh Tank ceased to be the Company Secretary of the Company with effect from March 11, 2016.
- c) The Company during the period under review has approved the proposal to issue and allot Ordinary (equity) shares on preferential basis of the Company by way of Postal Ballot on May 30, 2015.
- d) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- e) As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board or Committee of Directors were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, standards, etc.



# VERITAS (INDIA) LIMITED

We further report that during the audit period no specific events/ actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

**For JMJA & Associates LLP  
Practicing Company Secretaries**

**Sd/-**

**Partner**

**Mansi Damania**

**FCS No.: 7447**

**COP No.: 8120**

**Mumbai  
August 12, 2016**

## Annexure III

### **NOMINATION AND REMUNERATION POLICY ON APPOINTMENT OF DIRECTORS AND EMPLOYEES AND THEIR REMUNERATION**

#### **I. General:**

The Companies Act, 2013, the Rules made thereunder in terms of Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") requires every Company to formulate the criteria for determining qualifications, positive attributes and independence of directors. The Company is also required to adopt a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Accordingly, the Nomination and Remuneration Committee (NRC) of Veritas (India) Limited has adopted the following policy and procedure with regard to identification and nomination of persons who are qualified to become directors and who maybe appointed at senior management level.

#### **II. Criteria for identifying persons for appointment as Directors and Senior Management:**

The Nomination and Remuneration Committee is responsible for evaluating the qualification of each director candidates and of those directors who are to be nominated for election by shareholders at each Annual General Meeting of shareholders, and for recommending duly qualified director nominees to the full Board for election. The qualification criteria set forth herein are designed to describe the qualities and characteristics required for the Board as a whole and for the Board individually.

#### **Directors:**

1. Candidates for Directorship should possess appropriate qualifications, skills and expertise in one or more fields of finance, law, general corporate management, information management, science and innovation, public policy, financial services, sales & marketing and other disciplines as may be identified by the NRC and/or the Board from time to time, that may be relevant to the Company's business.

2. The director candidates should have completed the age of 21 years. The maximum age of executive directors shall not be more than 70 years at the time of appointment / re-appointment. However, a candidate who has attained the age of 70 years may be appointed if approved by shareholders by passing of special resolution.

3. The Board has not established specific education, years of business experience or specific types of skills for Board members, but, in general, expects qualified directors to have ample experience and a proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values.

4. The candidate to be appointed as Director shall have a Director Identification Number allotted under section 154 of the Companies Act, 2013 (Act).

5. In addition any person to be appointed as a Managing Director or whole time director in the Company (hereinafter referred to as 'Executive Directors') shall have to meet the following requirements for being eligible for appointment shall have to meet the requirements set out in Part I of Schedule V of the Act and the limits of directorships set out in listing agreement with stock exchanges.

5. Above all, every candidate for Directorship on the Board should have the following positive attributes:

# VERITAS (INDIA) LIMITED

- a) Possesses a high level of integrity, ethics, credibility and trustworthiness;
- b) Ability to handle conflict constructively and possess the willingness to address critical issues proactively;
- c) Is familiar with the business of the Company and the industry in which it operates and displays a keen interest in contributing at the Board level to the Company's growth in these areas;
- d) Possesses the ability to bring independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management and resource planning;
- e) Displays willingness to devote sufficient time and attention to the Company's affairs;
- f) Values Corporate Governance and possesses the skills and ability to assist the Company in implementing good corporate governance practices;
- g) Possesses leadership skills and is a team player.

#### 4. Criteria for Independence applicable for selection of Independent Directors

- a) The Company may select the candidate from data bank(s) containing names, address, qualification of persons who are eligible and willing to act as Independent Directors maintained by anybody, institute or association as may be notified by the Central Government having expertise in creation and maintenance of such data bank.
- b) The prospective candidates for appointment as Independent Directors shall have to meet the criteria of Independence laid down in sub-section (6) of Section 149 of the Act and in terms of Regulation 25 of the Listing Regulations.
- c) Such Candidates shall submit a Declaration of Independence to the NRC / Board, initially and
- d) thereafter, annually, based upon which, the NRC / Board shall evaluate compliance with this criterion for Independence.
- e) In the process of short listing Independent Directors, the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

#### 5. Change in status of Independence

Every Independent Director shall be required to inform the NRC / Board immediately in case of any change in circumstances that may put his or her independence in doubt, based upon which, the NRC / Board may take such steps as it may deem fit in the best interest of the organization.

### **III. Directors selection procedure**

1. Human Resources (HR) department shall identify and shortlist appropriate candidates for election to the Board based on director's qualification criteria.
2. For each shortlisted director candidate considered for election to the Board, the Nomination and Remuneration Committee shall evaluate each director candidate and recommend to the Board any duly qualified director candidates.
3. To aid in the short listing and screening process the Nomination and Remuneration Committee may take the support of professional agencies, conduct interviews or have a personality check undertaken or take any other steps to ensure that the right candidates are identified.
4. A determination of a director's qualifications to serve on the Board shall be made by the Board, upon the recommendation of the Committee, prior to nominating said director for election at the Company's next Annual General Meeting.
5. The company shall issue a formal letter of appointment to independent directors in the manner as provided in Paragraph IV (4) of Schedule VI the Act.

## **IV. Removal of Director:**

1. If a Director incurs any disqualification mentioned under the Companies Act, 2013 or any other applicable law, regulations, statutory requirement, the NRC may recommend to the Board with reasons recorded in writing, the removal of the said Director subject to the provisions of and compliance with the statutory provisions.
2. Such recommendations may also be made on the basis of performance evaluation of the Directors or as may otherwise be thought fit by the NRC.

## **REMUNERATION POLICY:**

1. All remuneration/fees/ compensation, payable to Directors shall be fixed by the Board of Directors and payment of such remuneration fees/ compensation shall require approval of shareholders in general meeting except for sitting fee payable to Non-Executive / Independent Directors for attending Board/Committee.
2. The Board shall decide on the remuneration/fees/compensation, payable to Directors based on the recommendations of the Nomination and Remuneration Committee.
3. The total managerial remuneration payable, to its directors, including Managing Director and Whole-time Director, (and its manager) in respect of any financial year shall not exceed eleven per cent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. Provided that the company in general meeting may, with the approval of the Central Government, authorize the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V of the Act.
4. The Nomination and Remuneration Committee shall ensure the following while recommending the remuneration/fee/compensation payable to Directors:

### **5. Remuneration to Non- Executive / Independent Directors:**

The remuneration payable to Non-Executive Directors shall not exceed 1% of the net profits of the Company

b. A Non-Executive director may be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever. The amount of such fee shall not exceed Rs.1,00,000/- for attending each meeting of the Board or Committee thereof or such higher amount as may be prescribed by the Central Government.

a. **Sitting Fees:** The Non- Executive / Independent Director receive remuneration in the form of sitting fees for attending the meetings of Board or Committee thereof of the Company and its subsidiaries where such Director maybe so appointed. The Independent Directors also receive sitting fees for attending separate meetings of the Independent Directors, provided that the amount of such fees shall not exceed maximum amount as may be prescribed by the Central Government from time to time.

b. **Commission:** The remuneration payable to the Non-Executive / Independent Director in the form of Commission may be paid within the monetary limits approved by shareholder's subject to the limit not exceeding 1% of the profits of the Company computed as per applicable provisions of the Companies Act, 2013.

c. An independent director shall not be entitled to any stock option.

# VERITAS (INDIA) LIMITED

## **6. Remuneration to the Whole-Time Directors / KMPs / Senior Management Personnel:**

a. The Whole-Time Director / KMPs and Senior Management Personnel shall be eligible for a monthly remuneration as per the HR policy of the Company in force from time to time and in compliance with the required applicable provisions of the Companies Act, 2013. The total remuneration comprises of a fixed basis salary, perquisite as per the Company policy, retirement benefits as per company Rules and Statutory requirements, performance linked incentive (on an annual basis) based on the achievement of pre-set KRAs and long term incentives based on value creation.

b. The remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together. Else the remuneration will be subject to approval of central government as may be required.

b. In case of inadequacy of profits,

- The Company shall pay remuneration to its Whole-Time Director in accordance with the provisions of the Schedule V of the Act.
- In case the Company wants to pay remuneration in excess of the limits as prescribed under Schedule V of the Act, the same can be provided with the approval of Central Government.

c. If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund the sums to the Company and until such sums is refunded, hold it in trust for the Company. The Company shall not waive the recovery of such sum refundable to it unless permitted by the Central Government.

**For and on Behalf of the Board of Directors**

**PLACE: Mumbai**  
**DATE: 12<sup>th</sup> August, 2016**

**Sd/-**  
**Nitin Kumar Didwania**  
**CHAIRMAN & DIRECTOR**  
**DIN: 00210289**

# VERITAS (INDIA) LIMITED

## Annexure - IV

### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

i)	CIN	L23209MH1985PLC035702
ii)	Registration Date	21/03/1985
iii)	Name of the Company	Veritas (India) Limited
iv)	Category / Sub-Category of the Company	Company limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	Veritas House, 3 <sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai - 400001, Maharashtra. Tel No.: +91 22 2275 5555/ 6184 0000
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Private Limited, (Formerly known as "Mondkar Computers Private Limited") 21 Shakeel Niwas, Mahakali Caves Road, Andheri East, Mumbai - 400093, Tel No.: +91 22 2820 7203 / 05. Email: <a href="mailto:ravi@unisec.in">ravi@unisec.in</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale trade, except of motor vehicles and motorcycles	46	99.74

# VERITAS (INDIA) LIMITED

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	<b>Dharni Farming Private Limited</b> 701, Embassy Centre, Nariman Point, Mumbai – 400021	U01403MH2011PTC215010	Subsidiary	100	2(87)
2	<b>Veritas Agro Ventures Private Limited</b> AP-114, AF Block, 5th Street, 11th Main Road, Anna Nagar, Chennai – 600040.	U01403TN2011PTC103236	Subsidiary	100	2(87)
3	<b>Veritas Polychem Private Limited</b> 701, Embassy Centre, Nariman Point, Mumbai - 400021, Maharashtra.	U24233MH2011PTC212664	Subsidiary	100	2(87)
4	<b>Hazel International FZE</b> Plot No# 1A-08 Hamriyah	NA	Subsidiary	100	2(87)
5	<b>Veritas International FZE</b> Jafza, Dubai - UAE	NA	Subsidiary	100	2(87)
6	<b>Veritas America Trading Inc</b> 211E, 7 <sup>th</sup> Street, Suite 620 Austin Texas, Tx- 78701-3218	NA	Subsidiary	100	2(87)
7	<b>Veritas Global PTE Limited</b> 16 Raffles Quay #27-01B Hong Leong Building Singapore 048581	NA	Step down Subsidiary	100	2(87)
8	<b>GV Investment Finance Company Limited</b> 6 <sup>th</sup> Floor, Tower I NexTeracom Building, Ebene Mauritius	NA	Step down Subsidiary	100	2(87)

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 <sup>st</sup> April, 2015)				No. of Shares held at the End of the year (as on 31 <sup>st</sup> March, 2016)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(g) Individual/HUF	15,963,100	-	15,963,100	65.94	15,963,100	-	15,963,100	59.54	-
(h) Central Govt.	---	---	---	---	---	---	---	---	---
(i) State Govt.(s)	---	---	---	---	---	---	---	---	---
(j) Bodies Corp.	2,50,000	-	2,50,000	1.03	2,50,000	-	2,50,000	0.93	-

# VERITAS (INDIA) LIMITED

(k) Banks/FI	---	---	---	---	---	---	---	---	---
(l) Any Other....	---	---	---	---	---	---	---	---	---
<b>Sub-Total (A) (1): -</b>	<b>16,213,100</b>	<b>-</b>	<b>16,213,100</b>	<b>66.97</b>	<b>16,213,100</b>	<b>-</b>	<b>16,213,100</b>	<b>60.47</b>	<b>-</b>
<b>(2) Foreign</b>									
(a) NRIs-Individuals	---	---	---	---	---	---	---	---	---
(b) Other – Individuals	---	---	---	---	---	---	---	---	---
(c) Bodies Corp.	---	---	---	---	---	---	---	---	---
(d) Banks/FI	---	---	---	---	---	---	---	---	---
(e) Any Other	---	---	---	---	---	---	---	---	---
<b>Sub-Total (B) (2):-</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>16,213,100</b>	<b>-</b>	<b>16,213,100</b>	<b>66.97</b>	<b>16,213,100</b>	<b>-</b>	<b>16,213,100</b>	<b>60.47</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>B1) Institutions</b>									
(a) Mutual Fund	---	---	---	---	---	---	---	---	---
(b) Banks/FI	---	---	---	---	---	---	---	---	---
(c) Central Govt.	---	---	---	---	---	---	---	---	---
(d) State Govt.(s)	---	---	---	---	---	---	---	---	---
(e) Venture capital Fund	---	---	---	---	---	---	---	---	---
(f) Insurance Companies	---	---	---	---	---	---	---	---	---
(g) FII									
(h) Foreign Venture Capital Fund	---	---	---	---	-	-	-	-	-
(i) Others (specify) Foreign Portfolio Investor	---	---	---	---	26,00,000	---	26,00,000	9.70	100
<b>Sub-Total (B)(1): -</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26,00,000</b>	<b>-</b>	<b>26,00,000</b>	<b>9.70</b>	<b>100</b>
<b>B2) Non-Institutions</b>									
(a) Bodies corp.	10,14,081	4,62,000	14,76,081	6.10	10,13,877	462000	14,75,877	5.50	-
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal	99,596	6,10,600	7,10,196	2.93	99,772	6,10,600	7,10,372	2.65	-



## VERITAS (INDIA) LIMITED

share capital up to Rs. 1lacs									
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1lacs	1,02,154	17,08,070	18,10,224	7.48	1,02,154	17,08,070	18,10,224	6.75	NIL
(c) Others (specify)	-	-	-	-	-	-	-	-	NIL
(c-i) Clearing Member	184	0	184	0.00	61	-	61	0.00	-
(c-ii) NRI/OCBs	215	0	215	0.00	366	-	366	0.00	-
(c-iii) Foreign Nationals	0	4000000	4000000	16.52	-	40,00,000	40,00,000	14.92	-
(c-iv) Foreign Bodies									
<b>Sub-Total (B)(2):-</b>	<b>1216230</b>	<b>6780670</b>	<b>7996900</b>	<b>33.03</b>	<b>12,16,230</b>	<b>67,80,670</b>	<b>79,96,900</b>	<b>29.83</b>	<b>NIL</b>
<b>Total Public shareholding of (B) = (B)(1)+(B)(2)</b>	<b>17429330</b>	<b>6780670</b>	<b>24210000</b>	<b>33.03</b>	<b>38,16,230</b>	<b>67,80,670</b>	<b>10596900</b>	<b>39.53</b>	<b>NIL</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	---	---	---	---	---	---	---	---	---
<b>Grand Total (A+B+C)</b>	<b>17429330</b>	<b>6780670</b>	<b>24210000</b>	<b>100</b>	<b>20029330</b>	<b>67,80,670</b>	<b>26810000</b>	<b>100</b>	<b>NIL</b>

### ii) Shareholding of Promoters:

SI NO.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nitin kumar Deendayal Didwania	92,50,000	38.21	NIL	92,50,000	34.54	NIL	NIL
2	Niti Nitin kumar Didwania	67,13,100	27.73	NIL	67,13,100	25.04	NIL	NIL
3	Groupe Veritas Limited	2,50,000	1.03	Nil	2,50,000	0.93	NIL	NIL
	<b>Total</b>	<b>1,62,13,100</b>	<b>66.97</b>	<b>NIL</b>	<b>1,62,13,100</b>	<b>60.47</b>	<b>NIL</b>	<b>NIL</b>

iii) *Change in Promoters' Shareholding (please specify, if there is no change)*

SI NO.	Particulars	Shareholding at the beginning of the year (As on 1 <sup>st</sup> April, 2015)		Cumulative Shareholding during the year (As on 31 <sup>st</sup> March, 2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of year				
1	Nitin kumar Deendayal Didwania	92,50,000	38.21	92,50,000	34.54
2	Niti Nitin kumar Didwania	67,13,100	27.73	67,13,100	25.04
3	Groupe Veritas Limited	250000	1.03	2,50,000	0.93
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change During the Year			
	At the End of year				
1	Nitin Kumar Deendayal Didwania	92,50,000	34.54	92,50,000	34.54
2	Niti Nitin Kumar Didwania	67,13,100	25.04	67,13,100	25.04
3	Groupe Veritas Limited	2,50,000	0.93	2,50,000	0.93

iv) *Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): No Change during the year under review.*

SI NO.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 1 <sup>st</sup> April, 2015)		Cumulative Shareholding during the year (As on 1 <sup>st</sup> April, 2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Onix Assets Limited	30,00,000	12.39	30,00,000	11.19
2	Latitude Consultants Limited	-	-	26,00,000	9.70
3	Kamalasini Tradelink Private Limited	14,71,300	6.07	14,71,300	5.48
4	Aventia Global Limited	10,00,000	4.13	10,00,000	3.73
5	Sanjay Agarwal	5,44,000	2.25	5,44,000	2.03
6	Aman Bhatia	4,00,000	1.65	4,00,000	1.49
7	Necti Bhatia	3,50,000	1.45	3,50,000	1.31
8	Manish Harshad Sanghvi	2,64,570	1.09	2,64,570	0.99
9	Bhadresh B Desai	1,49,500	0.62	1,49,500	0.56
10	Shirish Dahyalal Upadhyay	1,02,154	0.42	1,02,154	0.38

v) *Shareholding of Directors and Key Managerial Personnel:*

SI NO.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Mr. Nitin kumar Dindayal Didwania (Director)</b>				
	At the beginning of year	92,50,000	38.21	92,50,000	34.54
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change During the Year			
	At the End of year	92,50,000	38.21	92,50,000	34.54
2	<b>Mr. Saurabh Dipak Sanghvi (Whole Time Director)</b>				
	At the beginning of year	20,000	0.08	20,000	0.07
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change During the Year			
	At the End of year	20,000	0.08	20,000	0.07

Note: Ms. Alpa Parekh, Mr. Shafi Sayeed Parkar, Mr. Rajaram Shanbag and Mr. Mukesh Tank did not hold any shares of the Company during the financial year 2015-16.

Mr. Mukesh Tank resigned on 11<sup>th</sup> March, 2016.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2015)				
(i) Principal Amount	187,656,952	-	-	187,656,952
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total(i+ii+iii)</b>	<b>187,656,952</b>	<b>-</b>	<b>-</b>	<b>187,656,952</b>
Change in Indebtedness during the financial year				

# VERITAS (INDIA) LIMITED

Additions	594,35,131	-	-	594,35,131
Reduction	-	-	-	
<b>Net Change</b>	<b>594,35,131</b>	<b>-</b>	<b>-</b>	<b>594,35,131</b>
<b>Indebtedness at the End of the financial year (As on 31.03.2016)</b>				
(i) Principal Amount	24,70,92,083	-	-	24,70,92,083
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	1,49,280	-	-	1,49,280
<b>Total(i+ii+iii)</b>	<b>247,241,363</b>	<b>-</b>	<b>-</b>	<b>247,241,363</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SI NO.	Particulars of Remuneration	Name of the Whole-Time Director - Mr. Saurabh Dipak Sanghvi
1	Gross salary	
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	28,50,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- As a % of profit	-
5	Others, please specify	-
	<b>Total (A)</b>	<b>28,50,000</b>
	<b>Ceiling as per the Act*</b>	

\*Remuneration paid to the Whole-Time Director is within the ceiling provided under Section 197 of the Companies Act, 2013.

### B. Remuneration to other directors:

SI NO.	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. Alpa Mayank Parekh	Mr. S. S. Parkar (Retd.)	Mr. Ratan Moondra	
1	<b>Independent Directors</b>				
	• Fee for attending board/committee meetings	26,000	26,000	-	52,000
	• Commission	-	-	-	
	• Others, please specify	-	-	-	
	<b>Total (1)</b>	<b>26,000</b>	<b>26,000</b>	<b>-</b>	<b>52,000</b>
2	<b>Other Non-Executive Directors</b>				
	• Fee for attending board/committee meetings	-	-	-	

# VERITAS (INDIA) LIMITED

	• Commission	-	-	-	
	• Others, please specify	-	-	-	
	Total (2)	-	-	-	
	Total (B)= (1+2)	26,000	26,000	-	52,000
	Total Managerial Remuneration	-			
	Overall Ceiling as per the Act	Rs. 1,00,000 per meeting			

**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD: -**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Rajaram Satyendra Shanbhag (Chief Financial Officer)	Mr. Mukesh Tank ** (Company Secretary)
1	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	74,64,000	17,25,911
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- As % of profit	-	-
5	Others, please specify	-	-
	<b>Total</b>	<b>74,64,000</b>	<b>17,25,911</b>

\*\* Mr. Mukesh Tank resigned on 11<sup>th</sup> March, 2016

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal Made, if Any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment			N.A.		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			N.A.		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			N.A.		
Compounding					

There were no penalties punishment/compounding of offences for violation of the provisions of the Companies Act, 2013 against the Company or its Directors or other officers in default during the year.

**For and on Behalf of the Board of Directors**

PLACE: Mumbai  
DATE: 12<sup>th</sup> August, 2016

Sd/-  
Nitin Kumar Didwania  
**CHAIRMAN & DIRECTOR**  
DIN: 00210289

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. Industry Structure and Development

The Company is engaged in the business of imports, export, trading and distribution of chemicals, metals, rubber and other commodities. The Company is also engaged in the generation of wind energy. The global economic environment in recent times has been challenging and marked by increasing volatility and uncertainty. Concerns range from the slowing Chinese economy, falling oil and commodity prices, to geo-political risks.

#### Chemical Industry

Chemicals have become essential part of modern day life as it is widely used in a variety of products. Indian Chemical Industry is the 6<sup>th</sup> largest in the world and the 3<sup>rd</sup> largest in Asia. In 2015, India chemicals industry had a market size of about USD144 billion. Indian chemical industry could grow at 11 per cent p.a. to reach size of around USD224 billion by 2017. Product from the Chemical Industry have improved the quality of life world over and contributed significantly to everyone's day-to-day requirements. Industries are cautiously optimistic about future growth prospects.

India is currently the world's third largest consumer of polymers and third largest producer of agrochemicals. Chemical Industry in India has graduated from manufacturing principal chemicals in a highly regulated market to being a mature industry in a liberalized economy. In India the chemical industry is among the fastest growing Industry. The bulk of chemicals produced in India comprise either upstream products or intermediates, which go into a variety of manufacturing applications including fertilizers, pharmaceuticals, textiles and plastics, agrochemicals, paints and dyes.

With Asia's growing contribution to the global chemical industry, India has emerged as one of the focus destinations for chemical companies worldwide. India specialty chemical market is expected to reach USD70 billion by 2020.

Your Company also has a well-developed and robust logistic and marketing network which affords the buyers in the multiple choices of chemical products at reasonably competitive rates.

#### Wind Energy

The growing consumption and steady increase in price of non-renewable sources has forced the industries to look for alternative fuels that are available cheaply and can meet their growing demand for wind energy. New and renewable energy technologies are considered to be one of the viable options to meet the challenge of achieving sustainable development while conserving natural resources that have been depleted due to the rapid growth in population, urbanization and fossil fuel consumption.

The largest component of renewable generation capacity is wind power. Wind energy not only offers both a power source that completely avoids the emission of carbon dioxide, the main Green House Gas (GHG), but also produces none of the other pollutants associated with either fossil fuel or nuclear generation.

The Government's fiscal incentives for wind power generation will provide sufficient boost for wind power project.

## **2. Opportunities & Threats**

### **Opportunities:**

India's chemical industry is expected to grow at about 15 per cent per annum to reach around US\$ 290 billion by 2017. India's growing per capita consumption and demand for agriculture-related chemicals offers huge scope of growth for the sector in future. Given the substantial growth of chemical industry and in particular the Petro-chemical industry the Management feels the Company is in good stead to further develop and enter into various global markets.

### **Threats:**

The Global inflation effect on costs especially the cost attributed to the logistic and supply chain management, cheaper substitutes by mass producing countries like China on account of low labour costs and forex fluctuations are likely threats having the effect of eroding the margins to some extent.

## **3. Outlook**

The management is quite positive on its outlook in terms of revenue in the coming period as economies all over the world are slowly recovering and it is expected that the global markets will respond well to the Various products traded by the Company. With beginning of the re-emergence of healthy economic environment, barring unforeseen circumstances, your Company is optimistic and confident to receive large demands and given the current financial performance of the Company; the Board is confident in its outlook for future that the Company shall grow substantially over and above its demonstrated growth in terms of turnover and profits.

The Company's business of power generation through wind mills, being a non-conventional source of energy. The management is confident of steady growth over the coming period.

## **4. Risk and Concerns**

- The margins could come under pressure due to increase in logistic costs and other expenses.
- Competition from mass exporting countries like China and Taiwan where manufacturing and labour costs are quite low.
- Adverse fluctuation in forex rates.

The Company evaluates and monitors all risks associated with various areas of operations such as sales, marketing, inventory management, debtor's management, insurance, supply chain management, legal and other issues having a material impact on the financial health of the Company on a regular basis with a view to mitigate the adverse impact of the risk factors.

## **5. Internal Control Systems**

The Company has an adequate internal control system in place which is commensurate with its size and nature of its business. The internal control system ensures that all the assets of the Company are safeguarded from loss, damage or unauthorized disposition. Checks and controls are in place to ensure that transactions are adequately authorised and recorded and reported correctly to the concerned personnel.

# VERITAS (INDIA) LIMITED

## **6. Financial Performance with respect to Operational Performance:**

During the year consolidated revenue Rs. 14,557,855,188/- as Compared to previous year of Rs. 15,027,351,443/- and consolidated Net Profit after Tax Rs. 602,318,615/- as compared to previous year of Rs. 480,332,407/-.

## **7. Human Resource Management**

The Company provides suitable environment for development of leadership skills which enables it to recruit and retain quality professionals in all fields. The employer- employee relationship is cordial and mutually supporting at all levels.

## **8. Cautionary Statement**

Certain statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable laws and regulations. Actual results could differ from those expressed or implied.

**For and on Behalf of the Board**

**PLACE: Mumbai**  
**DATE: 12/08/2016**

**Sd/-**  
**Nitin Kumar Didwania**  
**Chairman & Director**  
**DIN: 00210289**



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company has been following fair, transparent and ethical governance practices. The governance processes and practices embedded into the culture of the Organization ensure that the interest of all the stakeholders are taken into account in a balanced and transparent manner. Your Company believes that good Corporate Governance emerges from the application of best management practices and compliance with the laws coupled with the highest standards of integrity, transparency, accountability and business ethics.

Your Company also believes that sound Corporate Governance is critical to enhance and retain investor trust. Your Company continues to strengthen its governance principles to generate long term value for its stakeholders on sustainable basis thus ensuring ethical and responsible leadership both at the Board and at the Management levels.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below:

### 2. BOARD OF DIRECTORS

At Veritas, we believe that an active, well-informed and independent board is necessary for ensuring the highest standards of Corporate Governance. The Board of Directors being at its core of Corporate Governance practice, plays the most pivotal role in overseeing how the management works and protects the long-term interests of all the Stakeholders. Veritas Board consist of an optimal combination of Executive and Independent Directors who are highly renowned professionals drawn from diverse fields, possess the requisite qualifications and experience in general corporate management, finance, banking, insurance, economics and other allied fields which enable them to contribute effectively to your Company and enhance the quality of Board's decision making process.

#### 2.1 Composition of the Board

The size and composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ("Act"). As on date of this Report, the Board consists of five Directors comprising one Non-Executive Chairman, three Independent Directors and one Executive Directors. None of the Director is a Director in more than 10 (ten) public companies as specified in Section 165 of the Act or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-Time Director in any listed company as specified in Regulation 25 of the Listing Regulation as on March 31, 2016. Further, none of the Directors of the Company is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/ she is Director. None of the Directors of your Company are inter-se related to each other and the Company has not issued any non-convertible instruments.

The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s)/Chairmanship(s) held by them are provided herein below:

Name of Directors	Category	Number of Board Meetings during the year 2015-16		Whether attended last AGM held on September 29, 2015	Number of Directors hips in other companies	Number of Committee positions held in other companies	
		Held	Attended			Member ship+	Chairman ship+
Mr. Nitin Kumar Didwania	Non-Executive (Promoter Group)	6	6	Present	5*	-	-
Ms. Alpa Parekh	Independent Director	6	6	Absent	NIL	-	-
Mr. Saurabh Sanghvi	Whole-Time Director	6	6	Present	5 *	-	-
Justice S. S. Parkar (Retd)	Independent Director	6	6	Absent	1 *	-	-

@ Mr. Ratan Moondra ceased to be the director of the Company with effect from May 01, 2015.

+ Committees considered are Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee Membership(s) and Chairmanship(s) are counted separately.

\* Excludes private limited companies, foreign companies registered under Section 8 of the Act and Government Bodies.

## **2.2 BOARD PROCEDURE:**

During the year under review, Board met 6 (Six) times on April 02, 2015, May 30, 2015, July 27, 2015, August 13, 2015, November 10, 2015 and February 12, 2016. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days.

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). Adequate information is circulated as a part of the Board Papers and is also available at the Board Meeting to enable the Board to take decisions. As required under Regulation 17(3) of Listing Regulations, the Board periodically reviews compliances of various laws applicable to the Company. The Directors are also provided the facility of video conferencing or other Audio Visual mode to enable them to participate effectively in the Meeting(s) as and when required except in respect of such Meetings/ Items which are not permitted to be transacted through video conferencing.

Detailed presentations are made at the Board / Committee meetings covering operations of the Company, business performance, finance, sales, marketing, global business environment and related issues. All necessary information including but not limited to those mentioned in Part A of Schedule II to the Listing Regulations, are placed before the Board of Directors. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings and the functioning is democratic. The Company has a well-established process in place for reporting compliance status of various laws applicable to the Company.

### **2.3 NUMBER OF BOARD MEETINGS, ATTENDANCE OF THE DIRECTORS AT MEETINGS OF THE BOARD AND AT THE ANNUAL GENERAL MEETING**

During the year 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016, Six Board Meetings were held on the following dates – 02<sup>nd</sup> April, 2015, 30<sup>th</sup> May, 2015, 27<sup>th</sup> July, 2015, 13<sup>th</sup> August, 2015, 10<sup>th</sup> November, 2015 and 12<sup>th</sup> February, 2016. The Board met at least once in every Calendar Quarter and the gap between two Meetings did not exceed one hundred and twenty days. These Meetings were well attended. The 30<sup>th</sup> AGM of your Company was held on 29<sup>th</sup> September, 2015.

The attendance of the Directors at these Meetings was as under:

Name of Director	Board Meetings		Attendance at last AGM held on September 29, 2015
	Held during the tenure	Attended	
Mr. Nitin Kumar Didwania	6	6	Present
Ms. Alpa Parekh	6	6	Absent
Mr. Saurabh Sanghvi	6	6	Present
Justice S. S. Parkar (Retd)	6	6	Absent

@Mr. Ratan Moondra ceased to be the director of the Company with effect from May 01, 2015.

#### **MEETING OF INDEPENDENT DIRECTOR**

During the year under review, a meeting of Independent Directors was held on August 13, 2015 without the presence of the Chairman & Managing Director, Executive Director, other Non-Independent Director(s) or any other Management Personnel, inter alia, to discuss on the following matters

- to review of performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors);
- assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

#### **DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

Mr. Saurabh Sanghvi, Whole-Time Director is liable to retire by rotation and being eligible for re-appointment at the forthcoming Annual General Meeting has offered himself for re-appointment.

The brief resume and other information required to be disclosed under this section is provided in the Notice convening the Annual General Meeting.

## **CODES OF CONDUCT**

Your Company has adopted a Code of Conduct ("The Code") for all the Board Members Senior Management Personnel of the Company in accordance with the requirement under Regulation 17 of the Listing Regulations. The Code has been posted on the Company's website <http://www.veritasindia.net>. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year 2015-16. A declaration to this effect signed by the Chairman to this effect forms part of this Report.

The Board has also adopted a separate Code of Conduct for Independent Directors which is a guide to professional conduct for Independent Director pursuant to the provisions of Section 149(8) of Companies Act, 2013.

## **BOARD EVALUATION**

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2015-16.

Feedback was sought by way of a structured questionnaire prepared to evaluate the performance of the Board as a whole and individual performance of each Director covering various aspects of the Board's functioning such as Board effectiveness, understanding of the role and responsibilities, understanding of the business and competitive environment, effectiveness of the contributions made during the Board meetings, adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The Chairman of the Nomination and Remuneration Committee plays a vital role in undertaking the evaluation of performance for the Board and the Directors. The Nomination and Remuneration Committee discussed on the evaluation mechanism, outcome and the feedback received from the Directors. The Independent Directors at their meeting also discussed the performance of the Non-Executive/Promoter Directors including the Chairman of the Board.

The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees for the financial year 2015-16 was discussed by the Nomination and Remuneration Committee and the result was positive and members expressed their satisfaction.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Your Company has in place a structured induction and Familiarization Programme for all its Directors including the Independent Directors. Your Company through such familiarizes not only the Independent Directors but also any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, presentations on Internal Controls over Financial Reporting, framework for Related Party Transactions, ongoing events, etc. They all are updated on business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Pursuant to Regulation 46 of the Listing Regulations, brief details as required are available on the Company's website and can be accessed at the web link: <http://www.veritasindia.net/investors-information/download.aspx>.

## **REMUNERATION TO DIRECTORS:**

### **A. Remuneration Policy**

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

### **Remuneration to Non-Executive Directors / Independent Director:**

The details of sitting fees paid to Non-Executive Directors during the financial year 2015-16 is as under:

<b>Name of Director</b>	<b>Sitting Fees for the Board / Committee Meeting</b>
Ms. Alpa Parekh	26,000
Mr. Ratan Moondra @	-
Justice S. S. Parkar (Retd)	26,000

@ Mr. Ratan Moondra ceased to be Non-Executive director of the Company with effect from May 01, 2015 and could not attend any meeting during the year.

### **Remuneration to Whole-Time / Managing Director:**

Remuneration of the Executive Director consist of the fixed component and a variable performance incentive. The Nomination and Remuneration Committee makes annual appraisal of the performance of the Executive Directors based on a detailed performance evaluation, and recommends the compensation payable to them, within the parameters approved by the shareholders, to the Board for their approval.

### **Shareholding of Non-Executive Director**

Mr. Nitin Kumar Didwania, Non-Executive Promoter Director is holding 92,50,000 equity shares of Rs. 1/- each in the Company. None of the Other Non-Executive Directors hold any shares in the Company.

## **COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all

Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees.

#### **AUDIT COMMITTEE**

The composition of Audit Committee is in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. All the members of the Audit Committee have accounting and financial management expertise. All the members of the Committee are Non- Executive Directors except Mr. Saurabh Sanghvi and two-thirds of them are Independent Directors. Mr. Ratan Moondra ceased to be the member of the Committee and subsequently Ms. Alpa Parekh was inducted as the Chairperson of the Committee in place of Mr. Ratan Moondra. The Company Secretary acts as the Secretary to the Audit Committee.

The Committee met four (4) times during the year under review. The Committee meetings were held on May 30, 2015, August 13, 2015, November 10, 2015 and February 12, 2016. The gap between two Meetings did not exceed one hundred and twenty days. The attendance at the meetings was as under:

<b>Name of Members</b>	<b>Number of Meetings attended</b>
Justice S. S. Parkar	4
Mr. Saurabh Sanghvi	3
Ms. Alpa Parekh	4

The terms of reference of Audit Committee in line with the regulatory requirements mandated under Section 177 of the Companies Act, 2013 and Part C of Schedule II of the Listing Regulations. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorized to, inter alia, review and monitor the Auditor's independence and performance, effectiveness of audit process, oversight of the Company's financial reporting process and the disclosure of its financial information, review with the management, the quarterly and annual financial statements and auditor's report before submission to the Board for approval, select and establish accounting policies, review Reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters, approve (wherever necessary) transactions of the Company with related parties including subsequent modifications thereof, grant omnibus approvals for related party transactions subject to fulfilment of certain conditions, scrutinize inter-corporate loans and investments, valuation of undertakings or assets of the Company, review the risk assessment and minimization procedures, evaluate internal financial controls and risk management systems, monitor end use of the funds raised through public offers and related matters, etc.

The Audit Committee has been granted powers as prescribed under Regulation 18(2)(c) of the Listing Regulations and reviews all the information as prescribed in Part C of Schedule II of the Listing Regulations. The Committee also reviews on quarterly basis the Report on compliance under Code of Conduct for Prevention of Insider Trading adopted by the Company pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Further, Compliance Reports under Whistleblower Policy are also placed before the Committee.

## **NOMINATION AND REMUNERATION COMMITTEE:**

The composition of Nomination and Remuneration Committee has been constituted as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015.

### **Meeting and attendance:**

There was no meeting conducted during the year under review.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meetings of the Company. - Ms. Alpa Parekh, Chairperson of the Nomination and Remuneration Committee. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of the Listing Regulations. The brief terms of references of Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every Director's performance.
- Carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s)/ Executive Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

## **REMUNERATION TO DIRECTORS:**

### **Remuneration to Non-Executive Directors / Independent Director:**

The Non-Executive - Independent Directors do not draw any remuneration from the Company except for sitting fees. However, the Company has not paid any commission to Independent Directors. During the year, there were no pecuniary relationships or transactions between the Company with any of its Non-Executive Directors. The Company has not granted any stock options to its Non-Executive Directors.

The details of sitting fees paid to Non-Executive Independent Directors during the financial year 2015-16 is as under:

Name of Director	Sitting Fees for the Board / Committee Meeting
Ms. Alpa Parekh	26,000
Mr. Ratan Moondra @	-
Justice S. S. Parkar (Retd)	26,000

**Remuneration to Executive Directors:**

Remuneration of the Executive Director consist of the fixed component and a variable performance incentive. The Nomination and Remuneration Committee makes annual appraisal of the performance of the Executive Directors based on a detailed performance evaluation, and recommends the compensation payable to them, within the parameters approved by the shareholders, to the Board for their approval.

During the financial year 2015-16, remuneration paid to the Executive Directors was as under:

(Amount in Rs.)

Salary Component	Mr. Saurabh Sangavi
Basic Salary	28,50,000
Perquisites, allowances and Other benefits	-
Commission	-
Total	28,50,000

Subject to the approval of the shareholder at the ensuing AGM the tenure of office of the Whole-Time Director is for a term of three years from November 1, 2014 to October 31, 2017 and can be terminated by either the Company or the Whole-Time Director by giving three months' notice in advance or salary in lieu thereof. No Severance fees is payable to him. The Company has no Employee Stock Options Scheme in force at present.

**Details of Shareholding of Non-Executive Director as on March 31, 2016**

Mr. Nitin Kumar Didwania, Non-Executive Promoter Director is holding 92,50,000 equity shares of Rs. 1/- each in the Company. None of the other Non-Executive Directors hold shares in the Company.

**SHAREHOLDERS RELATIONSHIP COMMITTEE**

The composition of the Stakeholder Relationship Committee is in compliance with Regulation 20 of the Listing Regulation. The Committee functions under the Chairmanship of Mr. Nitin Kumar Didwania, Non-Executive Non-Independent Director. Mr. Saurabh Sanghvi and Ms. Alpa Parekh are the other members of the Committee.

**Meeting and attendance:**

There was no meeting conducted during the year under review.

As per Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Nitin Kumar Didwania was present at the 30<sup>th</sup> Annual General Meeting of the Company held on September 29, 2015.



The role and terms of reference of the Committee covers the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations besides the other terms as referred by the Board of Directors. The Committee meets, as and when required, to inter alia, deal with matters relating to transfer/transmission of shares, request for issue of duplicate share certificates and monitor redressal of the grievances of the security holders of the Company relating to transfers, non-receipt of Annual Report, non-receipt of dividends declared, etc. The Committee is also authorised to approve request for transmission of shares and issue of duplicate share certificates.

During the year under review, no complaints have been received from the shareholders.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Company has constituted a Corporate Social Responsibility Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 Mr. Nitin Kumar Didwania, Mr. Saurabh Sanghvi and Ms. Alpa Parekh as the members of the Committee. The Committee meetings were held on August 13, 2015 and February 12, 2016. All the members of the Committee were present at the meeting.

The role of this Committee also includes recommendation of the amount of expenditure to be incurred on the CSR activities as enumerated in Schedule VII of the Act and also referred to in the CSR Policy of the Company, as also to monitor the implementation of framework CSR Policy, etc.

#### **SUBSIDIARY COMPANIES**

Regulation 16 of the Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Under this definition, the Company does not have any unlisted material subsidiary, incorporated in India and hence is not required to nominate an Independent Director of the Company on the Board of any Subsidiary. The Company has formulated a policy for determining its 'Material' Subsidiaries and the same is available on the website of the Company and can be accessed through web-link: <http://www.veritasindia.net/shareholders-information/downloads.aspx>.

The Company monitors the performance of its subsidiary company's *inter-alia*, by the following means:

- i. The Audit Committee reviews the financial statements of the subsidiary companies, along with the investments by the them, on a quarterly basis.
- ii. The Board of Directors reviews the Board Meetings minutes and statement of all significant transactions and arrangements, if any, of the subsidiaries company on a quarterly basis.

### **6. DISCLOSURES**

#### **A. Policy for determining 'material' subsidiaries**

Your Company has formulated a Policy for Determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has also been posted on the website of the Company and can be accessed through web link: <http://www.veritasinida.net/shareholders-information/downloads.aspx>.

#### **B. Policy on Materiality of and Dealing with Related Party Transactions**

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions in accordance with relevant provisions of Companies Act, 2013 and Listing Regulation which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: <http://www.veritasindia.net/shareholders->

[information/downloads.aspx](http://www.veritasindia.net/shareholders-information/downloads.aspx). All the related party transactions are approved by the Audit Committee prior to entering into the transaction.

During the financial year 2015-16, there were no such Related Party Transactions, either as per Companies Act, 2013 or Listing Regulations which were required to be approved by the Board of Directors or the shareholders of the Company. Further, there were no material significant Related Party Transactions and pecuniary transactions that may have potential conflict of interest. The details of Related Party Transactions are disclosed in financial section of this Annual Report.

#### **C. Whistleblower Policy**

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman and that no complaints were received during the year.

The Whistle Blower Policy is available on the website of the Company and can be accessed at the web link <http://www.veritasindia.net/shareholders-information/downloads.aspx> and circulated to all the Directors/employees.

#### **D. Reconciliation of Share Capital Audit**

Pursuant to Regulation 55A of the Listing Regulations with the stock exchanges, the Company has engaged a qualified practicing Company Secretary to carry out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL. The Company files copy of this certificate with the Stock Exchange as required.

#### **E. Disclosure of accounting treatment in preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Standards in India (Indian GAAP) and comply with the Accounting Standards specified under Section 133 of the Act.

#### **F. Code for Prevention of Insider Trading Practices**

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations") which came into force from 15th May, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code.

Veritas Code of Conduct has been formulated to regulate monitor and ensure that the reporting of trading by the Employees and Connected persons are in accordance with the procedures as laid down in the guidelines and caution them of the consequence of violations.

#### **G. Disclosures with respect to demat suspense account/ unclaimed suspense account**

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

#### **H. Details of Non-Compliances:**

Your Company has generally complied with all the requirements of regulatory authorities. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or structures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.

#### **I. Compliance with Mandatory requirements:**

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

#### **J. Compliance with Non-mandatory requirements**

##### **i. The Board:**

The Non – Executive Chairman of your Company has been provided a Chairman's Office at the Registered Office of your Company.

##### **ii. Audit Qualification:**

During the year under review, there is no audit qualification in your Company's standalone and consolidated financial statements. Your Company continues to adopt best practices to ensure regime of unqualified financial statements.

#### **MEANS OF COMMUNICATION:**

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting. Some of the modes of communication are mentioned below:

**Quarterly:** The quarterly, half-yearly and annual financial results of the Company are normally published in one leading national (English) business newspaper and in one vernacular (Marathi) newspaper viz. Mumbai edition of "The Free Press Journal" and "Navshakti" newspaper.

**Annual Report:** Physical copy of the Annual Report is sent to all shareholders who have not registered their email ids for the purpose receiving the documents / communication from the Company in electronic mode. Full version of the Annual Report is sent via email to all shareholders who have provided their email ids and is also available at the Company's website at [www.veritasindia.net](http://www.veritasindia.net).

**Website:** In compliance with Regulation 46 of the Listing Regulations, the company's website contains a separate section under 'Investors Information' for use of shareholders. The quarterly, half-yearly and annual financial results are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website. Annual Report of subsidiary companies are also posted on the website.

BSE has developed a web based application called BSE Corporate Compliance and Listing Centre for corporates. All the quarterly, half-yearly and yearly compliances are filed electronically on BSE Listing Centre.

**Exclusive email ID for investors:** The Company has designated the email id [corp@veritasindia.net](mailto:corp@veritasindia.net) exclusively for investor servicing, and the same is prominently displayed on the Company's website [www.veritasindia.net](http://www.veritasindia.net).

## **8. Additional Shareholders Information**

### **Company Registration Details**

The Company is registered in Mumbai, Maharashtra. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L23209MH1985PLC035702.

### **Annual General Meeting**

Date: Friday, 30<sup>th</sup> September, 2016

Time: 11.30 am

Venue: 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020

### **Financial year of the Company**

Financial year cover the period from 1<sup>st</sup> April to 31<sup>st</sup> March of the next year.

Tentative Schedule for declaration of results during the financial year 2016-17

Results for the Quarter ending 30 <sup>th</sup> June, 2016	Second week of August, 2016
Results for the Quarter ending 30 <sup>th</sup> September, 2016	Second week of November, 2016
Results for the Quarter ending 31 <sup>st</sup> December, 2016	Second week of February, 2017
Annual Results of 2016-17	Second week of May, 2017 or Audited Results by 30 <sup>th</sup> May, 2017

### **Date of Book Closure and Dividend Payment Date**

The book closure for Dividend will be from Saturday, 24<sup>th</sup> September, 2016 to Friday 30<sup>th</sup> September, 2016 both days inclusive.

### **Listing of Ordinary (Equity) Shares on the Stock Exchanges and Stock Code**

Your Company's Ordinary (Equity) Shares are listed on BSE Limited (BSE). The requisite Annual listing fees for the financial year 2015-16 have been paid in full to the Stock Exchange. The Company has paid custodial fees for the year 2013-2014 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited on the basis of number of folios of shareholders for their shares held in the electronic form.

<b>Name and Address of Exchange</b>	<b>Type of Security / Scrip Code</b>	<b>International Securities Identification Number</b>
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001	Ordinary (Equity) Shares / 512 229	INE379J01029

## 9. Stock Market Data

Month	Equity Shares	
	BSE Limited	
	High (Rs.)	Low (Rs.)
April 2015	61.7	58.2
May 2015	72.1	62.9
June 2015	77.9	73.5
July 2015	82.6	79.45
August 2015	91.1	84.25
September 2015	98.5	92.9
October 2015	118.2	100.45
November 2015	128	120.5
December 2015	128	125.5
January 2016	147.7	128
February 2016	138.5	125.2
March 2016	125.1	117.9

## 10. Stock Performance

The performance of your Company's shares may be compared with S&P BSE Sensitive Index,

## 11. Registrar and Transfer Agents

M/s. Universal Capital Securities Private Limited (formerly known as "Mondkar Computers Private Limited"), are the Share Transfer Agents of the Company. The Contact details are given below:

**M/s. Universal Capital Securities Private Limited**  
(Formerly known as "Mondkar Computers Private Limited")  
**Corporate Off:** 21, Shakil Niwas, Opp. Satya Saibaba Temple,  
Mahakali Caves Road, Andheri (E),  
Mumbai- 400 093.  
Tel Nos. 022- 28207203 / 05  
Tele fax. 022- 28207207  
Email: [ravi@unisec.in](mailto:ravi@unisec.in);

## 12. Share Transfer System

For administrative convenience and to facilitate speedy approvals, authority has been delegated to the Share Transfer Agents (RTA) to approve share transfers up to specified limits. Share transfers/transmissions approved by the RTA and/or the authorized executives are placed at the Board Meeting from time to time.

Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the executives of the Company. A summary of all the transfers/transmissions etc. so approved by the executives of the Company is placed at every Committee Meeting. Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and

complete in all respects. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through respective Depository Participants.

### 13. Shareholding as on March 31, 2016:

#### 13(a) Distribution of Shareholding as on 31<sup>st</sup> March, 2016

Number of Shares (in terms of nominal value)		Shareholders		Shares	
From	To	Number	% of Total	Held	% of Total
1	5000	421	92.527	151224	0.564
5001	10000	8	1.758	79552	0.297
10001	20000	2	0.440	35,000.00	0.131
20001	30000	1	0.220	30,000.00	0.112
30001	40000	4	0.879	153,600.00	0.573
40001	50000	3	0.659	141,000.00	0.526
50001	100000	2	0.440	125,000.00	0.466
100001	And above	14	3.077	26,094,624.00	97.332
		464	100	26,810,000	100

#### 13 (b) Shareholding Pattern according to category of shareholders as on 31<sup>st</sup> March, 2016

Categories	Number of shareholders	Number of Shares	% of Holding
Promoter and Promoter Group	3	16213100	60.47
Foreign Venture Capital Investors	2	4000000	14.92
Foreign Portfolio Investors	1	2600000	9.70
NRIs / OCBs / Foreign Corporate Bodies	6	366	0.01
Private Corporate Bodies	10	1475877	5.50
Indian Public	429	2520596	9.40
Others (Clearing Members)	4	61	0.00
<b>Total</b>	<b>455</b>	<b>2,68,10,000</b>	<b>100</b>

### 11. Dematerialization of Shares and Liquidity:

As on 31<sup>st</sup> March, 2016, 2,00,29,330 Equity Shares representing 74.71% of the total equity capital of your Company are held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited. Promoters' holding as on 31<sup>st</sup> March, 2016 is around 60.47% and the stock is highly liquid.

### 12. Address for Correspondence:

Shareholders can correspond with the Registrar and Share Transfer Agent at:

**M/s. Universal Capital Securities Private Limited**  
 (Formerly known as "Mondkar Computers Private Limited")  
 21, Shakil Niwas, Opp. Satya Saibaba Temple,  
 Mahakali Caves Road, Andheri (E), Mumbai- 400 093.  
 Tel Nos. 022- 28207203/05      Tele fax. 022- 28207207  
 Email: [ravi@uniseq.in](mailto:ravi@uniseq.in)

for all matters relating to transfer/dematerialization of shares, payment of dividend and any other query relating to Equity shares of your Company.

Your Company has also designated [corp@veritasindia.net](mailto:corp@veritasindia.net) as an exclusive email ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

For all investor related matters, the Investor Relations Department can also be contacted at:

Investor Relations Department

Veritas (India) Limited

Veritas House, 3<sup>rd</sup> Floor,

70, Mint Road,

Fort, Mumbai – 400001.

Tel: +91 - 22 - 2275 5555 / 6184 0000

Fax: +91 - 22 - 2275 5556 / 6184 0001

E-mail: [corp@veritasindia.net](mailto:corp@veritasindia.net)

Your Company can also be visited at its website: <http://www.veritasindia.net>

**13. Outstanding GDRs/ADRs/ Warrants or any convertible instrument, conversion and likely impact on equity: Nil**

**14. Commodity Price Risk/Foreign Exchange Risk and Hedging: apt**

**15. Plant Locations**

The Company being in the International Trade and Distribution business there are no manufacturing units or plants across the country.

## 5. GENERAL BODY MEETINGS

The date, time and venue of the Annual General Meetings held during the preceding 3 years and special resolution passed thereat are as follows:

Financial Year	Date	Venue	Time	Special Resolution passed
2014-15	29-09-2015	Orchid, 1 <sup>st</sup> Floor, Centre 1 Building, World Trade Centre Cuff Parade, Mumbai - 400005	3:30 P.M.	NIL
2013-14	26-09-2014	Orchid, 1 <sup>st</sup> Floor, Centre 1 Building, World Trade Centre Cuff Parade, Mumbai - 400005	11:30 A.M.	1. Approval for increase in borrowing limits 2. Approval for transactions with related parties. 3. Approval for re-appointment and increase in the remuneration of Mr. Saurabh Sanghvi, Whole-Time Director.
2012-13	27-09-2013	Orchid, 1 <sup>st</sup> Floor, Centre 1 Building, World Trade Centre Cuff Parade, Mumbai - 400005	11:30 A.M.	NIL

No Extra-Ordinary General Meeting was held during the year 2015-16. Further, no special resolution is proposed to be undertaken by postal ballot.

#### **Postal Ballot**

During the financial year 2015-16, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) made thereunder), the Company has successfully obtained approval of its members by passing following resolutions by the way of postal ballot as mentioned below.

The details of Voting Pattern are as under:

Date of Postal Ballot Notice	Date of declaration of result of postal ballot	Description of Resolution	Outcome (%)	
			In the Favor	Against
30 May, 2015	09 July, 2015	Issue of Share on Preferential basis	100	0.00

Ms. Mansi Damania, Practicing Company Secretary, was appointed as the Scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

#### **Procedure for Postal Ballot:**

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, your Company provided electronic voting (e-voting) facility to all its members. The Company engages the services of NSDL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company sent the Postal Ballot notice to all the shareholders, along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent by either casting their vote by sending back a postal ballot form by a postage pre-paid envelope sent to them along with the Notice or through e-voting which could be exercised on a secure platform provided by National Securities Depository Limited. Your Company also publishes a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Companies Act, 2013 and the Rules issued thereunder.

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman / authorized officials of your Company. The results are displayed on the website of your Company ([www.veritasindia.net](http://www.veritasindia.net)), besides being communicated to the Stock Exchanges and Registrar & Transfer Agents.

The date of declaration of results of Postal Ballot shall be date on which the resolution would be deemed to have been passed, if approved by requisite majority.



**Declaration by the Chairman under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**I hereby confirm that:**

the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31<sup>st</sup> March, 2016.

**For and on Behalf of the Board of Directors**

**PLACE: Mumbai**  
**DATE: 12<sup>th</sup> August, 2016**

**Sd/-**  
**Nitin Kumar Didwania**  
**Chairman & Director**  
**DIN: 00210289**

## **CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Veritas (India) Limited**

We have examined the compliance of Corporate Governance by M/s Veritas (India) Limited ('the Company'), for the financial year ended March 31, 2016 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For JMJA & Associates LLP**  
**Practicing Company Secretaries**

Sd/-

**Mansi Damania**

**Partner**

**FCS No.: 7447 / COP No.: 8120**

**Place: Mumbai**

**Date: 12<sup>th</sup> August, 2016**

## **CERTIFICATE OF CHIEF FINANCIAL OFFICER (CFO)**

We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of my knowledge and belief, I state that:

1. (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;  
  
(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify that, based on our knowledge and the information provided to us, there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to be taken to rectify these deficiencies.
4. We further certify that we have indicated to the auditors and the Audit Committee:
  - (i) That there have been no significant changes in internal control over financial reporting during the year;
  - (ii) That there have been no significant changes in accounting policies during the year except which have been disclosed in the notes to the financial statements; and
  - (iii) That there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Place:** Mumbai

**Date:** 12<sup>th</sup> August, 2016

**Sd/-**  
**Rajaram Shanbhag**  
**Chief Financial Officer**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17(5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015**

This is to confirm that the Company has adopted Code of Conduct (“COC”) for its employees including the Chairman and Whole-time Directors. In addition, the Company has adopted the COC for Non-Executive Directors as well and is posted on the Company’s website.

I confirm that the Company has in respect of the financial year ended 31 March, 2016, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Chairman & Director as on 31<sup>st</sup> March, 2016.

**For Veritas (India) Limited**

**Place:** Mumbai  
**Date:** 12<sup>th</sup> August, 2016

**Sd/-**  
**Nitin Kumar Didwania**  
**Chairman & Director**

## **Independent Auditor's Report**

**To the Members of VERITAS (INDIA) LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **VERITAS (INDIA) LIMITED ("the Company")** which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Shabbir & Rita Associates L.L.P.**  
**Chartered Accountants**  
**Firm Registration No: 109420W**

**Sd/-**  
**Shabbir S Bagasrawala**  
**(Partner)**  
**Membership No - 039865**

**Place: Mumbai**  
**Date: 24/05/2016**

## **"Annexure A" to the Independent Auditors' Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016, we report that:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) According to the information and explanations given to us, the Company has granted unsecured loans to six wholly owned subsidiaries covered under section 189 of the Act.
  - (a) The terms and conditions on which loan has been granted to the borrower Company covered under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.
  - (b) The principal amount is repayable within two years from the date of receipt of such loan. The borrower has been regular in paying interest on loan.
  - (c) There is no overdue amount of more than 90 days in respect of loan granted to the party listed in the register maintained under section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the



Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, the following dues of Income Tax and Sales Tax / Value Added Tax have not been deposited by the Company on account of disputes.

Name of the Statute	Nature of dues	Amount (In ₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax and Interest	1,89,56,550 <i>{refer note1}</i>	A.Y. 2011-2012	C.I.T (Appeals)
MVAT Act, 2002	Sales Tax, Interest and Penalty	2,09,534	A.Y. 2009-2010	Sales Tax Officer (STO)
<i>Note-1: Net of amounts paid under appeal.</i>				

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of equity shares during the year under review and has complied with all the requirements of section 42 of the Companies Act, 2013.
  - (a) The amounts so raised have been used for the purposes for which the funds were raised by the Company.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Shabbir & Rita Associates L.L.P.**  
**Chartered Accountants**  
**Firm Registration No: 109420W**

**Sd/-**  
**Shabbir S Bagasrawala**  
**(Partner)**  
**Membership No - 039865**

**Place: Mumbai**  
**Date: 24/05/2016**

**"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of VERITAS (INDIA) LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of VERITAS (INDIA) Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Shabbir & Rita Associates L.L.P.**  
**Chartered Accountants**  
**Firm Registration No: 109420W**

**Sd/-**  
**Shabbir S Bagasrawala**  
**(Partner)**  
**Membership No - 039865**

**Place: Mumbai**  
**Date: 24/05/2016**

VERITAS (INDIA) LIMITED

i) Business Segment:

Amount in Lacs

PARTICULARS	Year ended March 31,2016				Year ended March 31,2015			
	TRADING, Distribution and Development	Wind Power Generation	Unallocable	Total	TRADING, Distribution and Development	Wind Power Generation	Unallocable	Total
<b>Segment Revenue</b>								
External Sales (Net)	45,125.93	66.33	-	45,192.26	50,570.88	24.13	-	50,595.01
Other Income	-	-	325.50	325.50	-	-	785.10	785.10
<b>Total Revenue</b>	<b>45,125.93</b>	<b>66.33</b>	<b>325.50</b>	<b>45,517.76</b>	<b>50,570.88</b>	<b>24.13</b>	<b>785.10</b>	<b>51,380.11</b>
<b>Segment Result (PBIT)</b>								
Profit Before Interest and Tax	765.98	11.50	325.50	1,102.98	498.52	(32.06)	785.10	1,251.55
Interest	-	-	-	225.56	-	-	-	162.67
Provision for Tax	-	-	-	124.17	-	-	-	212.06
<b>Profit after Tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>753.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>876.83</b>
<b>Other Information</b>								
Segment Fixed Assets	189.31	584.24	-	773.55	51.05	618.45	103.95	773.45
Segment Other Assets	15,460.45	47.71	3,020.98	18,529.14	17,221.96	73.95	267.09	17,563.00
<b>Total Assets</b>				<b>19,302.69</b>				<b>18,336.45</b>
Segment Liabilities	4,459.60	131.64	149.13	4,740.37	6,716.87	201.62	195.20	7,113.69
<b>Total Liabilities</b>				<b>4,740.37</b>				<b>7,113.69</b>
Depreciation	28.75	35.84	-	64.59	23.87	34.20	-	58.08
Capital Expenditure	173.83	-	-	173.83	12.94	-	-	12.94

"A business that consistently enriches lives is a wealthy business"

**VERITAS (INDIA) LIMITED**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2016**

Particulars	Note	Amount in Lacs	
		As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	3	268.10	242.10
(b) Reserves and Surplus	4	14,294.22	10,980.64
<b><u>(2) Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings	5	40.95	115.88
(b) Deferred Tax Liabilities (Net)		149.13	195.20
<b><u>(3) Current Liabilities</u></b>			
(a) Short-Term Borrowings	6	2,431.46	1,760.69
(b) Trade Payables	7	1,857.20	4,344.21
(c) Other Current Liabilities	8	205.61	516.68
(d) Short-Term Provisions	9	56.02	181.05
<b>Total Equity &amp; Liabilities</b>		<b>19,302.69</b>	<b>18,336.45</b>
<b>II. ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
(a) Fixed Assets	10		
(i) Tangible Assets		773.55	669.50
(ii) Work-in-Progress		-	103.95
(b) Non-Current Investments	11	3,020.98	267.09
(c) Long-term Loans & Advances	12	76.16	65.59
<b><u>(2) Current Assets</u></b>			
(a) Inventories	20	10.32	2,325.59
(b) Trade Receivables	13	8,047.93	10,389.31
(c) Cash and Bank Balances	14	1,323.56	1,469.42
(d) Short-term Loans and Advances	15	6,040.59	1,306.67
(e) Other Current Assets	16	9.60	1,739.33
<b>Total Assets</b>		<b>19,302.69</b>	<b>18,336.45</b>

**NOTES TO ACCOUNTS**

1 to 39

*This is the Balance Sheet referred to in our Report of even date.*

**For Shabbir & Rita Associates LLP**

**For and on behalf of the Board**

**Chartered Accountants**

**FRN : 109420W**

Sd/-

**Shabbir S. Bagasrawala**

**Partner**

**Membership No. : 039865**

Sd/-

**Nitin Kumar Didwania**

**Director**

Sd/-

**Alpa Parekh**

**Director**

Sd/-

**Rajaram Shanbhag**

**Chief Financial Officer**

**Place : Mumbai**

**Date : 24/05/2016**

# VERITAS (INDIA) LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>st</sup> MARCH, 2016

Sr. No	Particulars	Note	Amount in Lacs	
			For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
I	Revenue from Operations	17	45,192.26	50,595.01
II	Other Income	18	325.50	785.10
III	<b>III. Total Revenue (I + II)</b>		<b>45,517.76</b>	<b>51,380.11</b>
IV	<b>Expenses:</b>			
	Purchase of Stock-in-Trade	19	41,319.72	51,350.33
	Changes in Inventories of Stock-in-Trade	20	2,315.27	(2,181.12)
	Employee Benefit Expense	21	345.47	304.50
	Finance Costs	22	225.56	162.67
	Depreciation and Amortisation Expense	10	64.59	58.08
	Operation and Other Expenses	23	369.73	596.76
	<b>Total Expenses (III)</b>		<b>44,640.34</b>	<b>50,291.22</b>
V	Profit before Exceptional and Extraordinary Items and Tax	(III - IV)	<b>877.42</b>	<b>1,088.89</b>
VI	Exceptional Items		-	-
VII	Profit before Extraordinary Items and Tax (V - VI)		<b>877.42</b>	<b>1,088.89</b>
VIII	Extraordinary Items		-	-
IX	Profit before Tax (VII - VIII)		<b>877.42</b>	<b>1,088.89</b>
X	<b>Tax expense:</b>			
	(1) Current Tax		170.24	229.72
	(2) Current Tax Expense relating to prior years			
	(3) Deferred Tax		(46.07)	(17.66)
XI	Profit(Loss) from the period from Continuing Operations	(IX-X)	<b>753.25</b>	<b>876.83</b>
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discounting Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		<b>753.25</b>	<b>876.83</b>
XVI	Earning Per Equity Share:			
	(1) Basic		2.81	3.62
	(2) Diluted		2.81	3.62

### NOTES TO ACCOUNTS

1 to 39

*This is the Statement of Profit & Loss referred to in our Report of even date.*

**For Shabbir & Rita Associates LLP**

**For and on behalf of the Board**

**Chartered Accountants**

**FRN : 109420W**

Sd/-

**Shabbir S. Bagasrawala**

**Partner**

**Membership No. : 039865**

Sd/-

**Nitin Kumar Didwania**

**Director**

Sd/-

**Alpa Parekh**

**Director**

Sd/-

**Rajaram Shanbhag**

**Chief Financial Officer**

**Place : Mumbai**

**Date : 24/05/2016**

# VERITAS (INDIA) LIMITED

## Cash Flow Statements for the year ended 31<sup>st</sup> MARCH 2016

Amount in Lacs

PARTICULARS	YEAR ENDED 31ST MARCH 2016		YEAR ENDED 31ST MARCH 2015	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Profit before tax from continuing operations		877.42		1,088.89
Profit before tax		<b>877.42</b>		<b>1,088.89</b>
<b>Add/ (Less): Non Cash &amp; Non Operating Item</b>				
Depreciation	64.59		58.08	
Loss on sale of Fixed Assets	0.18			
Commission From WOS	(116.08)			
Interest From Subsidiary	(26.62)			
Interest & Finance Charges	225.56		162.67	
Profit on Sale of Non Current Investment			(666.61)	
Dividend Received	(178.65)	(31.02)	(118.49)	(564.35)
<b>Operating Profit Before Working Capital Changes</b>		<b>846.40</b>		<b>524.54</b>
<b>Adjusted for:</b>				
(Increase)/Decrease in Inventories	2,315.27		(2,181.12)	
(Increase)/Decrease in Trade & Other Receivables	2,341.37		(167.47)	
(Increase)/Decrease in Short Term Loans and Advances	(4,733.92)		(984.88)	
(Increase)/Decrease in Other Current Assets	1,729.73		(1,739.33)	
Increase/(Decrease) in Trade Payables	(2,487.01)		3,342.22	
Increase/(Decrease) in Other Current Liabilities	(311.07)	(1,145.63)	334.88	(1,395.70)
<b>Cash Generated from Operations</b>		<b>(299.23)</b>		<b>(871.16)</b>
Direct Taxes Paid		(307.40)		(111.88)
<b>Net Cash Used In Operating Activities (A)</b>		<b>(606.63)</b>		<b>(983.04)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>				
<b>B. Purchase of Tangible &amp; Intangible Assets</b>	(69.88)		(116.89)	
Proceeds from disposal of Fixed assets	5.00			
Purchase of Non-Current Investments	(2,753.89)		(6.96)	
Sale of Non-Current Investments	-		1,619.28	
Commission From WOS	116.08			
Interest From Subsidiary	26.62			
Dividend Received from Subsidiary	178.65		118.45	
Dividend Received on Other Investments	-	(2,497.42)	0.04	1,613.92
<b>Net Cash Flows From Investing Activities (B)</b>		<b>(2,497.42)</b>		<b>1,613.92</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Proceeds from issue of Equity share Capital including share premium	2,600.00		0.00	
(Repayment of)/Proceeds from Short Term Borrowings	670.77		(28.14)	
Repayments of Long Term Borrowings	(74.92)		(97.34)	
Interest Paid	(225.56)		(162.67)	
Dividend Paid	(12.11)	2,958.18	(12.11)	(300.26)
<b>Net Cash Flows From Financing Activities (C)</b>		<b>2,958.18</b>		<b>(300.26)</b>
<b>(A+B+C)</b>		<b>(145.86)</b>		<b>330.62</b>
Cash and Cash Equivalent at the beginning of the year		53.85		43.19
Other Bank Balances at the beginning of the year		1,415.57		1,095.61
<b>Cash &amp; Bank Balances (Incl. Cash &amp; Cash Equivalents) At The End Of The Year</b>		<b>1,323.56</b>		<b>1,469.42</b>



<b>Cash and Bank Balances</b>				
<b>(A) Cash and Cash Equivalents</b>				
<u>With Banks:</u>				
- In Current Account	12.28		9.29	
In Cash on Hand	58.70	70.98	33.90	53.85
<b>(B) Other Bank Balances</b>				
In Deposit Account	1,241.46		1,093.61	
In Earmarked Accounts	11.12	1,252.58	2.00	1,415.57
<b>Total Cash and Bank Balances (Note 14)</b>		<b>1,323.56</b>		<b>1,469.42</b>

**NOTES TO ACCOUNTS "1 to 39"**

*This is the Cash Flow Statement referred to in our Report of even date.*

**As per our report of even date**

**For Shabbir & Rita Associates LLP**

**Chartered Accountants**

**FRN : 109420W**

**For and on behalf of the Board**

**Sd/-**  
**Shabbir S. Bagasrawala**  
**Partner**  
**Membership No. : 039865**

**Sd/-**  
**Nitin Kumar Didwania**  
**Director**

**Sd/-**  
**Alpa Parekh**  
**Director**

**Place : Mumbai**  
**Date : 24/05/2016**

**Rajaram Shanbhag**  
**Chief Financial Officer**

## **Notes forming part of the Financial Statements:**

### **1. Corporate Information:**

The Company is in the business of International Trade & Distribution of Polymers, Paper & Paper Boards, Rubber, Heavy Distillates, Chemicals, Development of software, Manufacture of Ceramics products etc. The Company is also engaged in generation of wind energy.

### **2. Statement of Significant Accounting Policies**

#### **(A) Basis of Preparation of Financial Statements:**

The Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles ('GAAP') in India and presented under the historical cost conventions on accrual basis of accounting to comply with the accounting standards as notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and with the relevant provisions of the Companies Act, 1956 ('The Act').

#### **(B) Use of Estimates:**

The preparation of Financial Statements in conformity with the Generally Accepted Accounting Principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of Assets and Liabilities and the disclosures of Contingent Liabilities on the date of Financial Statements and reported amounts of Income and Expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Differences between the actual results and estimates are recognized in the year in which the results are known/ materialized.

#### **(C) Fixed Assets and Capital work-in-Progress:**

Tangible Fixed Assets are carried at the cost of acquisition or construction, less accumulated depreciation. The cost of Fixed Assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs related to the acquisition or construction of the respective assets. Profit or loss on disposal of tangible assets is recognized in the Statement of Profit and Loss. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

#### **(D) Depreciation and Amortization:**

Depreciation is being provided on all tangible assets on "Straight Line Method" as per the rates and in the manner prescribed under Part C of Schedule II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortize over the

## VERITAS (INDIA) LIMITED

respective individual estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

### **(E) Impairment of Assets:**

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

### **(F) Foreign Currency Transactions:**

#### **(i) Initial Recognition:**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

#### **(ii) Measurement of foreign currency items at the Balance Sheet date:**

Foreign currency monetary items, other than net investments including Long Term Advances in the nature of Investments in non-integral foreign operations, of the Company are restated at the Closing exchange rates. Non- monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

### **(G) Investments:**

Investments are classified into Current and Long-Term Investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as Current Investments. All other Investments are classified as Non-Current Investments / Long Term Investments.

# VERITAS (INDIA) LIMITED

Current investments are stated at the lower of cost and fair value determined on an individual investment basis.

Long-term investments are stated at cost. A provision for diminution in the value of Long-Term Investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an Investment, the difference between its carrying amount and net disposal proceeds is recognized in the Statement of Profit and Loss.

## **(H) Lease Accounting:**

### **i) Operating lease:-**

Lease rentals on assets taken on operating lease are recognized as expense in the Statement of Profit and Loss on an accrual basis over the lease term.

### **ii) Finance lease:-**

In respect of assets obtained on finance leases, assets are recognized at lower of the fair value at the date of acquisition and present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance sheet as a finance leases obligation. The excess of lease payments over the recorded lease obligation are treated as 'finance charges' which are allocated to each lease term so as to produce a constant rate of charge on the remaining balance of the obligations.

## **(I) Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

### **i) Sale of Goods:**

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amounts recognized as sale is exclusive of sales tax / VAT and are net of returns. Exports sales are accounted on the basis of date of bill of lading.

### **ii) Revenue from Energy Generation:**

Sale of power is recognised at the point of Transmission of electricity generated from windmill.

### **iii) Interest:**

Interest income is recognized on time proportionate basis taking into account the amount outstanding and the rate applicable.

### **iv) Dividend:**

Dividend income from investment is recognized when the right to receive the payment is established.

## VERITAS (INDIA) LIMITED

### (J) Inventories:

Inventories (including in transit) of traded goods are valued at Lower of cost or Net realisable value. The valuation of inventories is done on First in First Out method. The valuations of wastage / packing materials are valued at Nil.

### (K) Benefits to Employees:

#### (i) Short Term Employee Benefits:-

All employee benefits payable wholly within twelve month of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expenses) after deducting any amount already paid.

#### (ii) Post-employment benefits:-

##### (a) Defined contribution plans

Defined contribution plans are Employee State Insurance Scheme and Government administered Pension Fund Scheme for all applicable employees. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

##### (b) Defined benefit plans

###### (i) Provident Fund Scheme

The Company makes specified monthly contributions towards Employee Provident Fund Scheme to a separate trust administered by EFPO. The Company has no further obligation under the Provident Fund Plan beyond its monthly contribution.

###### (ii) Gratuity Scheme:

The Company operates a defined benefit gratuity plan for employees. The Company contributes to a separate entity (a fund managed by LIC), towards meeting the Gratuity obligation. The Company determines the liability for gratuity funding as per actuarial valuation by the independent actuary of LIC.

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each Balance Sheet date. Past service cost is recognized immediately to the extent that the benefits are already vested, else is amortized on a straight-line basis over the average period until the amended benefits become vested.

The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as adjusted for unrecognized actuarial gains and losses and unrecognized past service costs and as reduced by the fair value of plan assets, if applicable.

## VERITAS (INDIA) LIMITED

Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the unrecognized past service cost plus the present value of available refunds and reductions in future contributions to the plan.

The company presents the above liabilities as current and non-current in the balance sheet as per actuarial valuation by the independent actuary of LIC of India; however, the entire liability towards gratuity is considered as current as the company will contribute this amount to the gratuity fund within the next 12 months.

### **(iii) Leave Salary:**

The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation using projected unit credit method.

### **(L) Borrowing Cost :**

Borrowing cost includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

### **(M) Provision for Current and Deferred Tax:**

Tax expense for the year comprises of Current tax and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deductions and exemptions admissible under the provisions of the Income Tax Act, 1961.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

## VERITAS (INDIA) LIMITED

Advance taxes and provisions for current income taxes are presented in the balance sheet after offsetting advance taxes paid and income tax provisions arising in the same tax jurisdiction and where the Company intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

**(N) Earnings Per Share:**

The basic and diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

**(O) Proposed Dividend:**

Dividend recommended by the Board of Directors is provided for in the accounts, pending approval at the Annual General Meeting.

**(P) Preliminary Expenses:**

Preliminary Expenses are written off in accordance with AS-26 as prescribed by Institute of Chartered Accountants of India.

**(Q) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes to accounts when there is a present obligation or present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognised.

**(R) Cash Flow Statement:**

The Cash Flow Statement is prepared by the "Indirect Method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flows by Operating, Investing and Financing activities of the Company.

**(S) Cash and Cash Equivalents:**

Cash and cash equivalents include cash & cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments where the original maturity is three months or less.

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2016

## Note : 3 Share Capital

Sr. No	Particulars	Amount in Lacs	
		As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	<b>Authorised Share Capital</b> 10,00,00,000 Equity Shares Of ₹ 1/- Each (P.Y. 10,00,00,000 Equity Shares Of ₹ 1/- Each)	1,000.00	1,000.00
		1,000.00	1,000.00
2	<b>Issued, Subscribed &amp; Paid Up Capital</b> 2,68,10,000 Equity Shares Of ₹ 1/- Each (P.Y. 2,42,10,000 Equity Shares Of ₹ 1/- Each)	268.10	242.10
	<b>Total</b>	<b>268.10</b>	<b>242.10</b>

### Note 3 Share capital (contd.)

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Sr.No.	Particulars	Opening Balance	Fresh issue	Closing Balance
(A)	<b>Equity shares with voting rights</b>			
	Year ended 31 March, 2016			
	- Number of shares	242,10,000.00	26,00,000.00	268,10,000.00
	- Amount (₹)	242.10	26.00	268.10
	Year ended 31 March, 2015			
	- Number of shares	242,10,000	-	242,10,000
	- Amount (₹)	242.10	-	242.10

(ii) Details of shares held by each shareholder holding more than 5% shares:

Sr.No.	Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
		Number of shares	% holding	Number of shares	% holding
	<b>Equity shares of ₹ 1/- each fully paid-up with voting rights</b>				
1	Mr. Nitin Kumar Didwania	92,50,000	34.50	92,50,000	38.21
2	Ms. Niti Didwania	67,13,100	25.04	67,13,100	27.73
3	Kamalasini Tradelink Pvt Ltd.	14,71,300	5.49	14,71,300	6.08
4	Onix Assets Ltd.	30,00,000	11.19	30,00,000	12.39
5	Aatitude Consultants Limited	26,00,000	9.70	-	-

Note 1 During the year the Company had issued 26,00,000 equity shares of Rs 1/- each at price of Rs 100/- per share (Including premium of Rs 99/-) on a preferential basis as per the special resolution passed by members of the Company through postal ballot.



# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2016

Amount in Lacs

## Note : 4 Reserve & Surplus

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	<b>Securities Premium Account</b>		
	As per Last Balance Sheet	7,137.69	7,137.69
	Addition during the year	2,574.00	
	Closing balance	9,711.69	7,137.69
2	<b>Capital Reserve</b>		
	As per Last Balance Sheet	805.79	-
Add :	Transferred during the year	-	805.79
	Closing balance	805.79	805.79
2	<b>Surplus in Statement of Profit and Loss</b>		
	As per Last Balance Sheet	3,037.16	2,172.94
Add :	Profit for the year	753.25	876.84
	Credit for Tax on Dividend	2.48	1.97
Less :	<u>Dividend</u>		
	Proposed Final Dividend on Equity Shares ₹ 0.05 per share (P.Y. ₹ 0.05)	13.41	12.11
	Tax on Dividend	2.74	2.48
	Closing balance	3,776.74	3,037.16
	<b>Total</b>	<b>14,294.22</b>	<b>10,980.64</b>

## Note : 5 Long Term Borrowings

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	<b>Term Loans</b>		
	Secured loans		
	- From Banks	40.95	115.88
	{Refer Note 5 (1)(i)&(ii) below}		
	<b>Total</b>	<b>40.95</b>	<b>115.88</b>

### Note 5(1) Long Term Borrowings (contd.)

#### (i) Terms of Repayment

Sr. no.	Nature of Loans	Installments	Mode of Payments	Rate of Interest	Nature of Security	Month and Year of Maturity
1	Term Loan	23.02	28 Quarterly Installments from June 2010	Base Rate + 2%	Equitable mortgage on Land at Satara and Hypothecation of Wind Electric Generator & Personal Guarantee of the Director.	31 <sup>st</sup> March 2017
2	Term Loan	0.73	59 Monthly Installments from June 2012	10.59%	Hypothecation of Car	01 <sup>st</sup> April 2017
(ii)	The above term loan exclude ₹ 99.44/- (P.Y. ₹ 99.44/-) falling due for payment within one year, which is shown as other current liabilities.					

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2016

Amount in Lacs

## Note : 6 Short Term Borrowings

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Loans Repayable on Demand - From Banks ( Secured ) {Refer Note -6 (1)(i)&(ii)}	2,431.46	1,760.69
	<b>Total</b>	<b>2,431.46</b>	<b>1,760.69</b>

### Note 6 (1) Short Term Borrowings (contd.)

(i)	<b>Primary Security</b> Exclusive charge on the Current Assets of the Company.
(ii)	<b>Collateral</b> Personal Guarantee of the Director Mr. Nitin Kumar Didwania.

## Note : 7 Trade Payables

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Trade Payables: - Sundry Creditors	1,857.20	4,344.21
	<b>Total</b>	<b>1,857.20</b>	<b>4,344.21</b>

## Note : 8 Other Current Liabilities

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Current maturities of Long Term Borrowings {refer note no. 5(1)(ii)}	99.44	99.44
2	Interest accrued but not due	-	2.41
3	Statutory Liabilities	6.59	15.43
4	Other payables {Refer Note 8(4)(i)}	99.58	399.40
	<b>Total</b>	<b>205.61</b>	<b>516.68</b>

### Note 8 (4) Other Current Liabilities (contd.)

(i)	Other payables includes unclaimed dividend amt to ₹ 11.12/- (P.Y. ₹ 8.16/-).
-----	--

## Note : 9 Short Term Provisions

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Provision - Others: - Provision for Proposed Equity Dividend - Provision for Tax on Proposed Dividend - Provision for Tax (Net of Advance Tax)	13.41 2.74 39.87	12.10 2.48 166.47
	<b>Total</b>	<b>56.02</b>	<b>181.05</b>

## VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2016

<b>Note : 10 Fixed Assets</b>											Amount in Lacs
<b>(I) Tangible Assets</b>											
1	Freehold Land	18.00	-	-	18.00	-	-	-	-	18.00	18.00
2	Plant & Machinery	842.50	25.82	-	868.32	242.05	35.84	-	277.89	590.43	600.45
3	Computer Systems	37.66	19.19	21.22	35.63	29.77	7.36	19.45	17.68	17.95	7.89
4	Software Licence	1.88	3.08	-	4.95	1.78	1.45	-	3.24	1.72	0.09
5	Furniture & Fixture	3.37	80.34	3.22	80.49	1.27	6.36	1.34	6.30	74.19	2.09
6	Motor Car	62.68	-	-	62.68	23.57	8.56	-	32.13	30.55	39.12
7	Office Equipments	4.24	45.40	3.08	46.57	2.39	5.02	1.55	5.85	40.71	1.86
<b>(II) Work-in-Progress</b>											
1	Capital Work in Progress	103.95	-	103.95	-	-	-	-	-	-	-

"A business that consistently enriches lives is a wealthy business"

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2016

Amount in Lacs

**Note : 11 Non Current Investment**

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
	<b>Non-Trade-Unquoted</b>		
1	<b>Wholly Owned Subsidiary</b>		
	Veritas Polychem Pvt Ltd 10000 (P.Y NIL) Equity shares of 10/- Each.	1.00	-
	Investement in Veritas Americas Trading Inc 10000 (P.Y NIL) shares of \$ .01 Each.	0.68	-
	Veritas International FZE UAE 16 (P.Y 1) Shares of 1000000 AED Each	2,901.36	149.15
	Hazel International FZE UAE 35 (P.Y 35) Shares of 1000 AED Each	5.96	5.96
	Veritas Agro Venture Pvt Ltd 10,000 (P.Y 10,000) Equity Shares of ₹ 10/- each	1.00	1.00
	Dharni Farming Private Limited 10,000 (P.Y NIL) Equity Shares of ₹ 10/- each	1.00	1.00
2	<b>Quoted</b>		
	Vitan Agro Industries Limited 4,00,000 (P.Y 4,00,000) Equity Shares of ₹ 1/- each in ((Market value ₹ 54.92/- (P.Y. 50.82))	6.00	6.00
	DB (International ) Stock Brokers Ltd. 5,00,000 (P.Y. 5,00,000) Equity Shares of ₹ 2/- (P.Y. ₹ 2/-) each fully paid up ((Market value ₹ 99.50/- (P.Y. ₹ 238.00))	29.00	29.00
	Rander Corporation Ltd. 457,387 (P.Y.457,387) Equity Shares of ₹ 10/- each fully paid up ((Market value ₹ 63.58/- (P.Y. ₹ 16.10/-))	5.95	5.95
	CCL International Ltd 15,000 (P.Y. 75,000) Equity Shares of ₹ 10/- each fully paid up ((Market value ₹ 14.49/- (P.Y. ₹ 236.25/-))	69.03	69.03
	<b>Total</b>	<b>3,020.98</b>	<b>267.09</b>

**Note : 12 Long-term Loans and Advances**

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	<b>Loans and Advances</b>		
	- Others	4.00	4.00
2	<b>Advance Tax Net of Provisions</b>	72.16	61.59
	<b>Total</b>	<b>76.16</b>	<b>65.59</b>

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2016

Amount in Lacs

**Note : 13 Trade Receivables**

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Unsecured		
(a)	Overdue for less than six months - Considered Good	7,544.23	10,389.31
(b)	Overdue for more than six months - Considered Doubtful & Under Litigation	503.70	-
	<b>Total</b>	<b>8,047.93</b>	<b>10,389.31</b>

**Note : 14 Cash and Bank Balances**

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	<b>Cash &amp; Cash Equivalents</b>		
	(i) Balances with Banks - In current accounts	12.28	4.84
	(ii) Cash on Hand	58.70	49.01
		<b>70.98</b>	<b>53.85</b>
2	<b>Other bank balances</b>		
	(i) Earmarked balances with banks	11.12	8.16
	(ii) Against margin money for SBLC	1,241.46	1,407.41
		<b>1,252.58</b>	<b>1,415.57</b>
	<b>Total</b>	<b>1,323.56</b>	<b>1,469.42</b>

**Note :15 Short Terms Loans and Advances**

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Security Deposits	34.91	46.78
2	Loans and Advances to Employees	0.44	1.60
3	Advance to Others	440.34	308.42
4	To Wholly Owned Subsidiaries	4,066.93	1.00
5	Prepaid Expenses	113.87	35.51
6	Balances with Government Authorities	1,384.10	913.36
	<b>Total</b>	<b>6,040.59</b>	<b>1,306.67</b>

**Note :16 Other Current Assets**

Sr. No	Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
1	Receivable on Disposal of Subsidiary	-	1,627.34
2	Other Receivable	9.60	111.99
	<b>Total</b>	<b>9.60</b>	<b>1,739.33</b>

# VERITAS (INDIA) LIMITED

Notes Forming Part of the Statement of Profit & Loss

Amount in Lacs

**Note : 17 Revenue from Operations**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Sale of Products (Refer Note (i) below)	45,192.26	50,595.01
	<b>Total</b>	<b>45,192.26</b>	<b>50,595.01</b>

Note	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
(i)	<b>Sale of Products Comprises:</b>		
	Generation of Electricity	66.33	24.13
	Agricultural Farm Produce	50.99	49.72
	<b>Total</b>	<b>117.32</b>	<b>73.85</b>
	Traded and Developed Goods	45,074.94	50,521.16
	<b>Total</b>	<b>45,074.94</b>	<b>50,521.16</b>
	<b>Total - Sale of Products</b>	<b>45,192.26</b>	<b>50,595.01</b>

**Note : 18 Other Income**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	<b>Dividend Income:</b>		
	from Non- Current Investments		
	- Others	-	0.04
	- Subsidiary	178.65	118.45
2	Commission From WOS	116.08	-
3	Interest From Subsidiary	26.62	-
4	Other Operating Income	4.15	-
5	Profit on Disposal of Subsidiary	-	666.61
	<b>Total</b>	<b>325.50</b>	<b>785.10</b>

# VERITAS (INDIA) LIMITED

Notes Forming Part of the Statement of Profit & Loss

Amount in Lacs

**Note : 19 Purchase of Traded Goods**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Traded Goods	41,319.72	51,350.33
	<b>Total</b>	<b>41,319.72</b>	<b>51,350.33</b>

**Note : 20 Changes in Inventories of Stock-in-Trade**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Inventories at the end of the year: Stock - in -Trade	10.32	2,325.59
2	Inventories at the beginning of the year: Stock - in -Trade	2,325.59	144.47
	Net (increase) / decrease	2,315.27	(2,181.12)
	<b>Total</b>	<b>2,315.27</b>	<b>(2,181.12)</b>

**Note : 21 Employee Benefit Expenses**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Salaries and Wages	295.72	256.57
2	Contributions to Provident Fund	12.88	12.27
3	Contributions to Gratuity Fund	7.63	4.08
4	Staff Welfare Expenses	0.15	1.16
5	Remuneration to Director	28.50	30.00
6	Directors Sitting Fees	0.59	0.42
	<b>Total</b>	<b>345.47</b>	<b>304.50</b>

**Note : 22 Finance Cost**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	<b>On Fixed Period Loan</b>		
	- Interest on Term Loan	23.61	33.61
	- Interest on Car Loan	1.36	2.09
2	<b>On Working Capital Loan</b>		
	- Bank Interest {Refer Note 22 (2)(i) below}	96.79	116.68
	- Bank Charges, Commission & Others	103.80	10.29
	<b>Total</b>	<b>225.56</b>	<b>162.67</b>

**Note 22(2) Finance Cost (contd.)**

(i)	Bank Interest is net off interest received of ₹ 103.83 lacs (P.Y. ₹ 107.60 lacs) on Margin Money against Credit Facility.
-----	---

# VERITAS (INDIA) LIMITED

Notes Forming Part of the Statement of Profit & Loss

Amount in Lacs

**Note : 23 Operation and Other Expenses**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Logistics Expenses	111.67	432.33
2	Packing Charges	14.55	0.84
3	Rent Paid	34.42	36.10
4	Repairs & Maintainance		
	- Machinery	4.15	14.94
	- Others	29.98	6.26
5	Insurance	4.57	2.04
6	Rates and Taxes	1.99	6.33
7	Brokerage & Commission Charges	1.60	0.40
8	Communication Expenses	22.09	17.17
9	Travelling and Conveyance Expenses	29.05	18.80
10	Printing and Stationery Expenses	1.24	0.72
11	Advertising / Business Promotion Expenses	28.98	6.23
12	Legal and Professional Fees	48.69	29.53
13	Payments to Auditors (Refer Note 23(i) below)	8.59	4.49
15	Loss on Foreign Currency Transaction & Translation	5.35	0.40
16	Loss on sale of Fixed assets	0.18	-
17	Electricity Charges	8.87	5.33
18	Farming Expenses	5.70	11.22
19	Miscellaneous Expenses	8.06	3.63
	<b>Total</b>	<b>369.73</b>	<b>596.76</b>

**Note : 23 Operation and Other Expenses (Contd:)**

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
<b>Payments to the Auditors Comprises (inclusive of service tax ):</b>		
(i)		
- Statutory Audit Fees	7.59	3.37
- Certification Charges	-	0.28
- Tax Audit Fees	1.00	0.84
<b>Total</b>	<b>8.59</b>	<b>4.49</b>



# VERITAS (INDIA) LIMITED

## Notes forming part of the Financial Statements:

### 24. Contingent Liabilities and Commitments:

Contingent Liabilities:

(Figures in Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Corporate Guarantee /Stand by letter of Credit	44,772.75	10,953.25
Income Tax demand pending Appeal & Rectification	189.57	1,894.27
Sale Tax Demand Pending Appeal (F.Y. 2008-2009)	2.09	2.09
<b>Total</b>	<b>44,964.41</b>	<b>12,849.61</b>

### 25. Retirement benefit plans:

Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits:-

(i) In respect of gratuity, a defined benefit scheme (based on actuarial valuation) are given below:-

(Figures in Lacs)

Sr. No.	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
I	<b>Change in Obligation during the year ended March 31, 2016</b>		
1	Present Value of Defined Benefit Obligation at beginning of the year	53.51	39.69
2	Current Service Cost	8.73	7.82
3	Interest Cost	4.28	3.18
4	Actuarial (Gains)/Losses	(25.40)	2.82
5	Benefits Paid	(5.17)	-
6	Present Value of Defined Benefit Obligation at end of the year	35.95	53.51
II	<b>Change in Assets during the year ended March 31, 2016</b>		
1	Plan Assets at the beginning of the year	50.82	41.51
2	Actual Benefits Paid	(5.17)	-
3	Expected returns on Plan Assets	4.95	4.20
4	Contributions by Employer	11.43	5.11
5	Actuarial Gains /(Losses)	-	-
6	Plan Assets at the end of the year	62.03	50.82

## VERITAS (INDIA) LIMITED

<b>III</b>	<b>Net Asset/(Liability) recognized in the Balance Sheet as at March 31, 2016</b>		
1	Present Value of Defined Benefit Obligation	35.95	53.51
2	Fair Value of Plan assets as a March 31, 2016	62.03	50.82
3	Fund Status Surplus/(Deficit)	26.08	(2.69)
4	Net Asset/(Liability) as at March 31, 2016	-	-
<b>IV</b>	<b>Expenses recognized in the statement of Profit &amp; Loss for the year ended March 31, 2016</b>		
1	Current Service Cost	8.73	7.82
2	Interest Cost	4.28	3.18
3	Expected returns on Plan Assets	(4.95)	(4.20)
4	Net Actuarial (Gains)/Losses	(8.06)	(6.80)
5	Total Expense	-	-
<b>V</b>	<b>The major categories of plan assets as a percentage of total plan</b>		
	Insurer Managed Funds	100%	100%
<b>VI</b>	<b>Actuarial Assumptions</b>		
1	Discount Rate	8%	8%
2	Rate of Return on Plan Assets	9%	9.15%
3	Mortality Table	LIC (1994-96)	LIC (1994-96)
4	Retirement Age	60 years	60 years

# VERITAS (INDIA) LIMITED

(ii) In respect of Leave Encashment, a defined benefit scheme (based on actuarial valuation) are given below:- (Figures in Lacs)

Sr. No.	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
<b>I</b>	<b>Change in Obligation during the year ended March 31, 2016</b>		
1	Present Value of Defined Benefit Obligation at beginning of the year	11.46	-
2	Current Service Cost	6.43	6.30
3	Interest Cost	0.86	-
4	Actuarial (Gains)/Losses	(3.52)	6.82
5	Benefits Paid	(3.30)	(1.66)
6	Present Value of Defined Benefit Obligation at end of the year	11.93	11.46
<b>II</b>	<b>Change in Assets during the year ended March 31, 2016</b>		
1	Plan Assets at the beginning of the year	-	-
2	Actual Benefits Paid	-	-
3	Expected returns on Plan Assets	-	-
4	Contributions by Employer	-	-
5	Actuarial Gains /(Losses)	-	-
6	Plan Assets at the end of the year	-	-
<b>III</b>	<b>Net Asset/(Liability) recognized in the Balance Sheet as at March 31, 2016</b>		
1	Present Value of Defined Benefit Obligation	11.93	11.46
2	Fair Value of Plan assets as a March 31, 2016	-	-
3	Fund Status Surplus/(Deficit)	(11.93)	(11.46)
4	Net Asset/(Liability) as at March 31, 2016	(11.93)	(11.46)
<b>IV</b>	<b>Expenses recognized in the statement of Profit &amp; Loss for the year ended March 31, 2016</b>		
1	Current Service Cost	6.43	6.30
2	Interest Cost	0.86	-
3	Expected returns on Plan Assets	-	-
4	Net Actuarial (Gains)/Losses	(3.52)	6.82
5	Total Expense	3.77	13.12

# VERITAS (INDIA) LIMITED

V	Actuarial Assumptions		
1	Discount Rate	8.03%	7.8%
2	Rate of Return on Plan Assets	-	-
3	Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
4	Retirement Age	60 years	60 years

## 26. Segment Information:

### i) **Business Segment:**

The Company has identified business segments (industry practice) as its primary segment and geographic segments as its secondary segment. Business segments are primarily Trading, Development of Software and Distribution & Wind Power Generation etc.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.

### ii) **Geographical Segment:** The secondary reporting segment for the Company is geographical segment based on location of customers, which are as follows:

(Figures in Lacs)			
Revenues from External Customers	44,214.33 (46,966.04)	977.93 (3,628.97)	45,192.26 (50,595.01)
Segment Assets	18,389.63 (14,456.13)	913.06 (3,880.32)	19,302.69 (18,336.45)

# VERITAS (INDIA) LIMITED

## 27. Deferred Tax

Major component of Deferred Tax arising on account of temporary timing difference is as under:-

(Figures in Lacs)

Particulars	for the year ended 31 March 2016	for the year ended 31 March 2015
<b>Deferred Tax Liability</b>		
Opening Balance	195.20	212.86
Reversal of Deferred Tax	(46.07)	(17.66)
<b>Closing Balance</b>	<b>149.13</b>	<b>195.20</b>

## 28. Related Party Disclosures :

As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

### a) Related Parties:

#### (i) Subsidiary Companies including step down subsidiary

- Hazel International FZE
- Veritas International FZE
- Veritas America Trading Inc
- Dharni Farming Private Limited
- Veritas Agro Venture Private Limited
- Veritas Global PTE Limited
- GV Investment Finance Company limited.
- Veritas Polychem Private Limited

#### (ii) Associates: NIL

#### (iii) Key Managerial Personnel (KMP)

- Nitin Kumar Didwania - Director
- Saurabh Sanghvi - Whole Time Director
- Rajaram Shanbhag- Chief Financial Officer
- Mukesh Tank- Company Secretary till 11<sup>th</sup> March 2016

#### (iv) Enterprise over which Key Managerial Personnel are able to exercise significant influence

- Veritas Investment Limited
- Diva Trade Impex private Limited
- Sears Real Estate Private Limited
- Clairvoyant Trade Impex Private Limited
- Veritas Housing Development Private Limited
- Hazel Logistics Private Limited

# VERITAS (INDIA) LIMITED

b) Transactions with related parties and the status of outstanding balances as at March 31, 2016:

(Figures in Lacs)

Particulars	Subsidiaries	KMP & their relatives	Enterprise over which KMP exercise control
Investments made during the year	2,752.92 (6.96)	- (-)	- (-)
Advances made during the year (Net)	4,067.11 (-)	- (-)	- (-)
Salary and other employee benefits to KMP	- (-)	120.40 (112.61)	- (-)
Rent paid	1.60 (1.60)	- (-)	7.86 (5.27)
Dividend received	178.65 (118.45)	- (-)	- (-)
Deposit Given	- (-)	- (-)	- (25.00)
Services Taken	- (-)	- (-)	12.91 (256.01)
Purchases	- (-)	- (-)	- (39.68)
Sales	- (-)	- (-)	- (0.15)

# VERITAS (INDIA) LIMITED

## 29. Earnings Per Equity Share (EPS):

Basis of calculation of Basic and Diluted Earnings per Equity share is as under:

(Figures in Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Profit After Tax	753.25	876.83
Weighted average number of Equity Shares		
- Basic	268.10	242.10
- Diluted	268.10	242.10
Nominal Value of Equity Shares (₹)	1	1
Earning per Share (₹)		
- Basic	2.81	3.62
- Diluted	2.81	3.62

## 30. Auditor's Remuneration (including service tax)

(Figures in Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Statutory Audit Fees	7.59	3.37
Certification Fees	-	0.28
Tax Audit Fees	1.00	0.84
<b>Total</b>	<b>8.59</b>	<b>4.49</b>

## 31. Earnings in Foreign Currency:

(Figures in Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Dividend from Subsidiary	178.65	118.45
LC Commission from Subsidiary	116.08	NIL
Interest from Subsidiary	26.62	NIL
<b>FOB Value of Exports</b>		
-Traded/Developed Goods	977.93	3,628.97
<b>Total</b>	<b>1,299.28</b>	<b>3,747.42</b>

# VERITAS (INDIA) LIMITED

## 32. Value of Import calculated on CIF basis:

(Figures in Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
a) CIF Value of Imports		
-Traded Goods	NIL	1,794.20
<b>Total</b>	<b>NIL</b>	<b>1,794.20</b>

- (a) During the year, the Company have acquired 100% shareholding in M/s. "Veritas Polychem Private Limited" as a Wholly Owned Subsidiary Company.
- (b) Further A Scheme of Amalgamation of one of the Subsidiary M/s. Kudrat Farming Private Limited, (referred to as "Transferor Company") with step down Subsidiary M/s. Veritas Agro Venture Private Limited (referred to as "Transferee Company") and their respective shareholders, under sections 391 to 394 of the Companies Act, 1956 ("The Scheme") has been approved by the shareholders of the respective companies and sanctioned by the Honorable High Court of Bombay (vide its Order dated 30<sup>th</sup> March 2016).

33. The company does not have any dues payable to any micro, small and medium enterprises as at the year end. The identification of the micro, small & medium enterprises is based on management's knowledge of their status. The Company has not received any intimation from the suppliers regarding their status under the MSMED Act 2006.

No.	Particulars	As At 31 <sup>st</sup> March 2016	As At 31 <sup>st</sup> March 2015
(i)	Principal amount remaining unpaid (but within due date as per the MSMED Act)	-	-
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-



# VERITAS (INDIA) LIMITED

(v)	Interest accrued and remaining unpaid	-	-
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

34. There are no specific claims from suppliers under interest on delayed payments covered under Small Scale & Ancillary Act, 1993.

35. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of the current assets, loans & advances, deposits, in the ordinary course of business will not be less than the value stated in Balance Sheet. The liabilities on account of supply of goods & services are also not more than the value of liabilities except liability written off on account of Shortage / Rate Difference / contract performance /Quality Issues etc.

36. During the year effective 11<sup>th</sup> March 2016, the company secretary has resigned and the Company is in the process of appointing a company secretary.

37. **Leases:**

- a) The Company has taken commercial spaces on an operating lease basis. The lease rentals are payable by the Company on a monthly / quarterly basis.
- b) Future minimum lease rentals payable as at 31<sup>st</sup> March, 2016 as per the lease agreements:

(Figures in Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
i) Not later than one year	10.26	9.13
ii) Later than one year and not later than five years.	3.43	1.96
<b>Total</b>	<b>13.69</b>	<b>11.09</b>

38. The Company has recognized all the claim receivables / liabilities with various government authorities towards Custom duty, VAT, Cess, Income-tax, SAD, Unutilized CENVAT credit and Insurance claim etc. on accrual basis and shown under the head Loans & Advances and Current Liabilities respectively.

39. **Previous Year comparatives:**

Previous years' figures have been regrouped, reclassified wherever necessary to correspondence with the current year's classification / disclosures.

**As per our Audit Report of even date attached**

**For Shabbir & Rita Associates LLP**

**Chartered Accountants**

**FRN : 109420W**

**For and on Behalf of the Board**

**Shabbir S Bagasrawala**

**(Partner)**

**Membership No.- 039865**

**Nitin Kumar Didwania**

**Director**

**Alpa Parekh**

**Director**

**Rajaram Shanbhag**

**Chief Financial Officer**

**Place: Mumbai**

**Date: 24/05/2016**

## **Independent Auditor's Report**

**To the Members of VERITAS (INDIA) LIMITED**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **VERITAS (INDIA) LIMITED** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors are responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditor's Responsibility**

**Auditors' Responsibility** Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to

obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of the Consolidated Balance Sheet , of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2016;
- ii) In the case of the Consolidated Statement of Profit and Loss, of the consolidated profits for the year ended on that date; and
- iii) In the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

#### **Other Matter**

We did not audit the financial statements of subsidiaries as mentioned in **Annexure A** to this report, whose financial statement reflect total assets of ₹1,67,084.19 lakhs as at 31st March, 2016, total revenues of ₹1,00,387.90 lakhs and net cash inflows amounting to ₹77.63 lakhs for the year then ended , as considered in the consolidated financial statements. These financial statements, except one subsidiary whose unaudited financial statements are furnished to us, have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of the sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

**Our opinion on the consolidated financial statements, and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.**

#### **Report on Other Legal and Regulatory Requirements**

- 1. As required by Sub-section (3) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of subsidiaries as noted in the "Other Matter" paragraph, we report, to the extent applicable, that:**
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of consolidated financial statements.**
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors.**
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.**
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.**
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.**

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and Subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” and
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of subsidiaries as noted in the “Other Matter” paragraph:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 22 to the consolidated financial statements;
  - ii. The Holding Company, its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

**For Shabbir & Rita Associates LLP  
Chartered Accountants  
Firm Registration No: 109420W**

**Sd/-**

**Shabbir S Bagasrawala  
(Partner)  
Membership No – 039865**

**Place: Mumbai  
Date: 24/05/2016**

**"Annexure A" to the Independent Auditors' Report**

(referred to in our report of even date)

The following subsidiaries have not been audited by Shabbir & Rita Associates LLP, which are considered for the consolidation of Veritas (India) Limited.

(₹ in Lakhs)

Name of the Subsidiary	Accounting Period	Subsidiary	Total Assets ***	Total Revenue ***	Net Cash inflow / (Outflow) ***	Name of the Auditor
Hazel International FzE	01.04.2015 to 31.03.2016	Direct	48217.81	---	64.96	Youssry & Co.
Veritas International FZE	01.04.2015 to 31.03.2016	Direct	33479.61	100346.57	(0.43)	ASP Auditing.
Veritas America Trading INC	01.04.2015 to 31.03.2016	Direct	27.99	---	27.99	---
Veritas Global PTE Ltd *	01.04.2015 to 31.03.2016	Indirect	366.83	---	(6.55)	Mehervan Singh & Co.
GV Investment Finance Company Ltd.**	01.04.2015 to 31.03.2016	Indirect	4.85	---	(0.84)	Clarkson & Associates
Dharni Farming Pvt Ltd.	01.04.2015 to 31.03.2016	Direct	0.67	---	(0.12)	G.R.Modi & Co.
Veritas Agroventure Pvt Ltd.	01.04.2015 to 31.03.2016	Direct	84985.75	41.33	(7.27)	G.R.Modi & Co.
Veritas Ploychem Pvt Ltd.	01.04.2015 to 31.03.2016	Direct	0.68	---	(0.11)	G.R.Modi & Co.

\* Veritas Global PTE Ltd is a wholly owned subsidiary of Veritas International FZE.

\*\* GV Investment Finance Company Ltd is a wholly owned subsidiary of Veritas Agroventure Pvt. Ltd.

\*\*\*Total Assets & Net Cash Flow are computed at closing conversion rate. Total Revenue are computed at average conversion rate.

**“Annexure B” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of VERITAS (INDIA) LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated financial statements of Veritas (India) Limited (“the Holding Company”) as of and for the year ended 31<sup>st</sup> March, 2016, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiaries incorporated in India as of that date.

**Management’s Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements,



whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to three subsidiaries, which are companies incorporated in India, is based on the corresponding report of the auditor of such company.

**For Shabbir & Rita Associates LLP****Chartered Accountants****Firm Registration No: 109420W****Sd/-****Shabbir S Bagasrawala****(Partner)****Membership No – 039865****Place: Mumbai****Date: 24/05/2016**

VERITAS (INDIA) LIMITED

i) Business Segment:

(Figures in Lacs)

PARTICULARS	Year ended March 31,2016				Year ended March 31,2015			
	Trading, Distribution and Development	Wind Power Generation	Unallocable	Total	Trading and Distribution	Wind Power Generation	Unallocable	Total
<b>Segment Revenue</b>								
External Sales (Net)	1,45,512.22	66.33	-	1,45,578.55	1,50,249.38	24.13	-	1,50,273.51
Other Income	-	-	4.14	4.14	-	-	1.64	1.64
<b>Total Revenue</b>	<b>1,45,512.22</b>	<b>66.33</b>	<b>4.14</b>	<b>1,45,582.69</b>	<b>1,50,249.38</b>	<b>24.13</b>	<b>1.64</b>	<b>1,50,275.15</b>
<b>Segment Result (PBIT)</b>								
Profit Before Interest and Tax	6,735.41	11.50	4.14	6,751.05	5,680.26	32.05	1.64	5,649.85
Interest (Net)	-	-	-	604.51	-	-	-	632.20
Provision for Tax	-	-	-	123.38	-	-	-	214.33
<b>Profit after Tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,023.17</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,803.31</b>
<b>Other Information</b>								
Segment Fixed Assets	84,987.57	584.24	86.36	85,658.18	84,832.62	618.45	103.95	85,555.02
Segment Other Assets	93,587.61	47.71	109.98	93,745.30	56,877.27	73.94	109.98	57,061.20
<b>Total Assets</b>				<b>1,79,403.47</b>				<b>1,42,616.22</b>
Segment Liabilities	67,696.03	131.64	195.20	67,827.68	40,065.49	201.62	195.20	40,267.12
<b>Total Liabilities</b>				<b>67,827.68</b>				<b>40,267.12</b>
Depreciation	34.15	35.84	-	69.99	25.83	34.20	-	60.03
Capital Expenditure	30,440.86	-	-	30,440.86	83,499.06	-	-	83,499.06

"A business that consistently enriches lives is a wealthy business"

# VERITAS (INDIA) LIMITED

## CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2016

		Amount in Lacs	
Particulars	Note	As At 31st March , 2016	As At 31st March , 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	3	268.10	242.10
(b) Reserves and Surplus	4	1,11,307.68	1,02,106.99
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	25,472.70	6,839.53
(b) Deferred Tax Liabilities (Net)	28	149.69	195.85
(c) Other Non-Current Liabilities	6	16,563.49	596.57
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	7	15,285.50	14,003.98
(b) Trade Payables	8	10,058.56	17,894.17
(c) Other Current Liabilities	9	241.73	555.98
(d) Short-term Provisions	10	56.02	181.05
<b>Total Equity &amp; Liabilities</b>		<b>1,79,403.47</b>	<b>1,42,616.22</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	11	85,658.18	85,555.02
(ii) Intangible Assets (Goodwill on Merger)	11	16.81	-
(ii) Intangible Assets (Goodwill on Consolidation)		1.36	0.68
(iii) Work-in-Progress		38,607.71	8,444.93
(b) Non-current Investments	12	109.98	109.98
(c) Long-term Loans & Advances	13	76.16	65.59
<b>(2) Current Assets</b>			
(a) Inventories	21	34.17	2,349.44
(b) Trade Receivables	14	41,692.64	34,435.00
(c) Cash and Cash Equivalents	15	8,691.70	1,537.83
(d) Short-term Loans and Advances	16	4,505.16	8,463.61
(e) Other Current Assets	17	9.60	1,654.14
<b>Total Assets</b>		<b>1,79,403.47</b>	<b>1,42,616.22</b>
<b>NOTES TO ACCOUNTS</b>			
1 to 37			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
<b>For Shabbir &amp; Rita Associates LLP</b>		<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>			
<b>FRN:109420W</b>			
Sd/-		Sd/-	Sd/-
<b>Shabbir S. Bagasrawala</b>		<b>Nitin Kumar Didwania</b>	<b>Alpa Parekh</b>
<b>Partner</b>		<b>Director</b>	<b>Director</b>
<b>Membership No. : 039865</b>			
<b>Place : Mumbai</b>		Sd/-	
<b>Date : 24/05/2016</b>		<b>Rajaram Shanbhag</b>	
		<b>Chief Financial Officer</b>	

# VERITAS (INDIA) LIMITED

## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2016

		Amount in Lacs		
Sr. No	Particulars	Note	For the year ended 31 March, 2016	For the year ended 31 March, 2015
I	Revenue from Operations	18	1,45,578.55	1,50,273.51
II	Other Income	19	4.14	1.64
III	<b>III. Total Revenue (I + II)</b>		<b>1,45,582.69</b>	<b>1,50,275.15</b>
IV	<b>Expenses:</b>			
	Purchase of Stock-in-Trade	20	1,35,652.82	1,45,541.54
	Changes in Inventories of Stock-in-trade	21	2,315.27	(2,181.12)
	Employee Benefit Expenses	22	350.10	391.46
	Finance Costs	23	604.51	632.20
	Depreciation and Amortisation Expenses	11	69.99	60.03
	Operation and Other Expenses	24	443.46	813.40
	<b>Total Expenses (III)</b>		<b>1,39,436.15</b>	<b>1,45,257.51</b>
V	Profit before Exceptional and Extraordinary Items and Tax	(III - IV)	<b>6,146.54</b>	<b>5,017.64</b>
VI	Exceptional Items		-	-
VII	Profit before Extraordinary Items and Tax (V - VI)		<b>6,146.54</b>	<b>5,017.64</b>
VIII	Extraordinary Items		-	-
IX	Profit before Tax (VII - VIII)		<b>6,146.54</b>	<b>5,017.64</b>
X	<b>Tax expense:</b>			
	(1) Current Tax		170.25	232.97
	(2) Current Tax expense relating to prior years		(0.72)	(0.50)
	(3) Deferred Tax		(46.16)	(18.14)
XI	Profit(Loss) From the Period From Continuing Operations	(IX-X)	<b>6,023.17</b>	<b>4,803.31</b>
XII	Profit/(Loss) From Discontinuing Operations		-	-
XIII	Tax expense of Discounting Operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		<b>6,023.17</b>	<b>4,803.31</b>
XVI	Earning per Equity Share:			
	(1) Basic		22.47	19.84
	(2) Diluted		22.47	19.84

### NOTES TO ACCOUNTS

1 to 37

*This is the Profit & Loss referred to in our Report of even date.*

**For Shabbir & Rita Associates LLP**  
Chartered Accountants

**For and on behalf of the Board**

Sd/-  
**Shabbir S. Bagasrawala**  
Partner  
Membership No. : 039865

Sd/-  
**Nitin Kumar Didwania**  
Director

Sd/-  
**Alpa Parekh**  
Director

Place : Mumbai  
Date : 24/05/2016

Sd/-  
**Rajaram Shanbhag**  
Chief Financial Officer

# VERITAS (INDIA) LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2016

Amount in Lacs

	YEAR ENDED 31ST MARCH 2016		YEAR ENDED 31ST MARCH 2015	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Profit before tax from continuing operations		6,146.54		5,017.64
Profit before tax		6,146.54		5,017.64
<b>Add/ (Less): Non Cash &amp; Non Operating Item</b>				
Depreciation & Amortisation	65.80		60.03	
Depreciation & Amortisation Intangible	4.20		-	
Effect of exchange differences on translation of assets and liabilities	596.93		231.82	
Interest & finance Charges	604.51		632.20	
Dividend Received	-		(0.04)	
Loss on sale of Fixed Assets	0.18	1,271.62		924.01
<b>Operating Profit Before Working Capital Changes</b>		7,418.16		5,941.65
<b>Adjusted for:</b>				
(Increase)/Decrease in Inventories	2,315.27		(2,181.12)	
(Increase)/Decrease in Trade & Other Receivables	(7,257.64)		(12,606.49)	
(Increase)/Decrease in Long term Loans and Advances	0.00		20.43	
(Increase)/Decrease in Short term Loans and Advances	3,958.44		(8,122.97)	
Increase/(Decrease) in other Current Assets	1,644.54		(56.71)	
Increase/(Decrease) in Trade Payables	(7,835.61)		13,602.30	
Increase/(Decrease) in Other Current Liabilities	(314.51)		409.01	
Increase/(Decrease) in Non Current Liabilities	15,966.92	8,477.51	596.56	(8,338.99)
<b>Cash Generated from Operations</b>		15,895.67		(2,397.34)
Direct Taxes paid		(307.42)		(114.63)
<b>Net Cash Used In Operating Activities (A)</b>		15,588.25		(2,511.97)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Tangible & Intangible Assets	(70.30)		(12.91)	
Increase in Capital WIP	(30,266.73)		(8,444.93)	
Purchase of Shares in Subsidiary	(1.00)		(1.00)	
Sales proceeds from disposal of Fixed assets	5.00		-	
Dividend Received	-		0.04	
Refund of Long Term Advances	-	(30,333.03)	-	8,458.80
<b>Net Cash Flows From Investing Activities (B)</b>		(30,333.03)		8,458.80
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Proceeds from issue of Equity Share Capital including Share Premium	2,600.00		-	
Change in Short Term Borrowings	1,281.31		5,287.97	
Change in Long Term Borrowings	18,633.17		6,626.31	
Interest paid	(604.51)		(632.20)	
Dividend paid, including dividend tax	(12.11)	21,897.86	(12.11)	11,269.97
<b>Net Cash Flows From Financing Activities (C)</b>		21,897.86		11,269.97
<b>Net Increase / (Decrease) In Cash And Cash Equivalents (A+B+C)</b>		7,153.08		299.20
Cash and Cash Equivalent at the beginning of the year		122.26		142.20
Other Bank Balances at the beginning of the year		1,415.57		1,095.61
Cash and Cash Equivalent Acquired on Amalgamation		0.79		0.82
<b>Cash and Cash Equivalent At The End Of The Year</b>		8,691.70		1,537.83

<b>Cash and Bank Balances</b>				
<b>(A) Cash and Cash Equivalents</b>				
<b>With Banks:</b>				
- In Current Account	7,356.24		46.08	
In Cash on Hand	82.87	7,439.11	76.18	122.26
<b>(B) Other Bank Balances</b>				
In Deposit Account	1,241.47		1,407.41	
In Earmarked Accounts	11.12	1,252.59	8.16	1,415.57
<b>Total Cash and Cash Equivalents (Note 14)</b>		<b>8,691.70</b>		<b>1,537.83</b>

**Notes on Financial Statements " 1 - 37 "**

*This is the Cash Flow Statement referred to in our Report of even date.*

**As per our report of even date**

**For Shabbir & Rita Associates LLP**  
**Chartered Accountants**  
**FRN:109420W**

**For and on behalf of the Board**

**Sd/-**  
**Shabbir S. Bagasrawala**  
**Partner**  
**Membership No. : 039865**

**Sd/-**  
**Nitin Kumar Didwania**  
**Director**

**Sd/-**  
**Alpa Parekh**  
**Director**

**Place : Mumbai**  
**Date : 24/05/2016**

**Sd/-**  
**Rajaram Shanbhag**  
**Chief Financial Officer**

# VERITAS (INDIA) LIMITED

## **Notes forming part of the Consolidated Financial Statements:**

### **1. Corporate Information:**

The Group is in the business of International Trade & Distribution of, Polymers, Paper & Paper Boards, Rubber, Heavy Distillates Chemicals, Development of Software, Manufacture of Ceramics products etc. The Group is also engaged in generation of wind energy.

### **2. Statement of Significant Accounting Policies**

#### **(a) Principles of Consolidation:**

- (i) The Consolidated Financial Statements are prepared in accordance with Accounting Standards 21 (AS-21) "Consolidated Financial Statements" prescribed under the Companies Act, 1956 (read with the General Circular 8/2014 dated 4<sup>th</sup> April, 2014 issued by Ministry of Corporate Affairs). These financial statements relate to M/s. VERITAS (INDIA) LIMITED (Parent Company) and its wholly owned subsidiaries and its step down subsidiaries i.e. M/s. VERITAS INTERNATIONAL FZE, M/s. VERITAS AMERICAS TRADING INC, M/s. GV INVESTMENT FINANCE COMPANY LIMITED, M/s. HAZEL INTERNATIONAL FZE, M/s. VERITAS GLOBAL PTE LIMITED, M/s. VERITAS POLYCHEM PRIVATE LIMITED, M/s. DHARNI FARMING PRIVATE LIMITED & M/s. VERITAS AGRO VENTURES PVT LTD (Together refer to as "The Group).
- (ii) The financial statements of the Parent Company and its subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating the intra –group balances and intra –group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".
- (iii) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Exchange Translation Reserve.
- (iv) The difference between the cost of investment in subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statement as goodwill or capital reserve as the case may be.
- (v) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.



## VERITAS (INDIA) LIMITED

- (b) The audited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principles of its country of incorporation or International Financial Reporting Standards. The differences in accounting policies of the Company and its subsidiaries are not material.
- (c) Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".
- (d) Other significant accounting policies:  
These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31 March, 2016

(Figures in Lacs)

## Note : 3 Share Capital

Sr. No	Particulars	As At 31st March , 2016	As At 31 <sup>st</sup> March, 2015
1	<b>Authorised Share Capital</b> 10,00,00,000 Equity Shares Of Rs. 1/- Each (P.Y. 10,00,00,000 Equity Shares Of Rs. 1/- Each)	1,000.00	1,000.00
2	<b>Issued, Subscribed &amp; Paid Up Capital</b> 2,68,10,000 Equity Shares Of Rs. 1/- Each (P.Y. 2,42,10,000 Equity Shares Of Rs. 1/- Each)	268.10	242.10
	<b>Total</b>	<b>268.10</b>	<b>242.10</b>

## Note 3 Share Capital (contd.)

### (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Sr.No.	Particulars	Opening Balance	Fresh issue	Closing Balance
(A)	<b>Equity shares with voting rights</b>			
	Year ended 31 March, 2016			
	- Number of shares	242,10,000.00	26,00,000.00	268,10,000.00
	- Amount	242.10	26.00	268.10
	Year ended 31 March, 2015			
	- Number of shares	242,10,000.00	-	242,10,000.00
	- Amount	242.10	-	242.10

### (ii) Details of shares held by each shareholder holding more than 5% shares:

Sr.No.	Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
		Number of shares held	% holding	Number of shares held	% holding
	<b>Equity shares of ₹ 1/- each fully paid-up with voting rights</b>				
1	Mr. Nitin Kumar Didwania	92,50,000.00	34.50	92,50,000.00	38.21
2	Ms. Niti Didwania	67,13,100.00	25.04	67,13,100.00	27.73
3	Kamalasini Tradelink Pvt Ltd.	14,71,300.00	5.49	14,71,300.00	6.08
4	Onix Assets Ltd.	30,00,000.00	11.19	30,00,000.00	12.39
5	Aatitute Consultants Limited	26,00,000.00	9.70	-	-

Note 1 During the year the Company had issued 26,00,000 equity shares of Rs 1/- each at price of Rs 100/- per share (including premium of Rs 99/-) on a preferential basis as per the special resolution passed by members of the Company through postal ballot.

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31 March, 2016

(Figures in Lacs)

## Note : 4 Reserve & Surplus

Sr. No	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	<b>Securities Premium Account</b>		
	As per last Balance Sheet	7,137.69	7,137.69
	addition during year	86,040.00	-
	Closing balance	<b>93,177.69</b>	<b>7,137.69</b>
2	<b>Foreign Currency Translation Reserve</b>		
	As per last Balance Sheet	276.29	1,560.15
Add :	Current year translation reserve	596.91	(1,283.86)
	Closing balance	<b>873.20</b>	<b>276.29</b>
3	<b>Capital Reserve</b>		
	As per last Balance Sheet	84,251.53	805.79
Add :	During the year	-	83,425.36
Add :	Transfer from General Reserve	-	20.38
Less :	Adjusted during the year	83,445.74	-
	Closing balance	<b>805.79</b>	<b>84,251.53</b>
4	<b>Surplus in Statement of Profit and Loss</b>		
	As per last Balance Sheet	10,441.48	9,390.87
Add :	Profit for the year	6,023.17	4,803.32
	Credit for Tax on Dividend	2.49	1.96
Less :	Loss on disposal of subsidiary	-	3,719.70
Less :	Transfer to Capital reserve on merger	-	20.38
Less :	<u>Dividend</u>		
	Proposed Final Dividend on Equity Shares ₹ 0.05 per share (P.Y ₹ 0.05)	13.41	12.11
	Tax on dividend	2.73	2.48
	Closing balance	<b>16,451.00</b>	<b>10,441.48</b>
	<b>Total</b>	<b>1,11,307.68</b>	<b>1,02,106.99</b>

## Note : 5 Long Term Borrowings

Sr. No	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	<b>Term Loans</b>		
	Secured loans		
	-From Banks (Refer Note 5 (1)(i)&(ii) below)	25,472.70	115.88
2	Bridge Loan(revolving) (Refer Note 5 (1)(iii) below)	-	6,723.65
	<b>Total in</b>	<b>25,472.70</b>	<b>6,839.53</b>

### Note 5(1) Long Term Borrowings (contd.)

#### (i) Terms of Repayment

Sr. no.	Nature of Loans	Installments	Mode of Payments	Rate of Interest	Nature of Security	Month and Year of Maturity
1	Term Loan	23.02	28 Quarterly Installments from June 2010	Base Rate + 2%	Equitable mortgage on Land at Satara and Hypothecation of Wind Electric Generator & Personal Guarantee of the Director.	31st March 2017
2	Term Loan	0.73	59 Monthly Installments from June 2012	10.59%	Hypothecation of Car	01st April 2017
3	Term Loan	5,32,517	24 Quarterly Installments from September 2017	For 1-2 years Eibor plus 4.75% and for 3-8 years Eibor plus 4%	Mortgage of Immovable Property Constructed on the Project land. Personal guarantee of Director Joint and Several Corporate guarantee of associates companies.	September 2023
(ii)	The above term loan excludes 99.43 (P.Y. 99.43) falling due for payment within one year, which is shown as other current liabilities.					
(iii)	During the year, bridge loan facility was setted in full through syndicated term loan facility.					

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31 March, 2016

(Figures in Lacs)

## Note : 6 Other Non-Current Liabilities

Sr. No	Particulars	As At	As At
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
1	From Related Party	16,563.49	596.57
	<b>Total</b>	<b>16,563.49</b>	<b>596.57</b>

## Note : 7 Short Term Borrowings

Sr. No	Particulars	As At	As At
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
1	<b>Loans repayable on demand</b> - From Banks ( Secured ) (Refer Note 7(i))	13,807.05	12,494.88
2	<b>Loans &amp; Advances From Related Parties</b> -From Directors (Un-secured)	1,478.45	1,509.10
	<b>Total</b>	<b>15,285.50</b>	<b>14,003.98</b>

### Note 7(1) Short Term Borrowings (Contd.)

(i)	<b>Primary Security</b> Exclusive Charge on the current assets of the Company.
(ii)	<b>Collateral</b> Personal Guarantee of the Director Mr. Nitin Kumar Didwania.

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31 March, 2016

**Note : 8 Trade Payables**

Sr. No	Particulars	As At	As At
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
1	<b>Trade Payables:</b>		
	-Sundry Creditors	10,058.56	17,894.17
	<b>Total</b>	<b>10,058.56</b>	<b>17,894.17</b>

**Note : 9 Other Current Liabilities**

Sr. No	Particulars	As At	As At
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
1	Current Maturities of Long Term Borrowings	99.44	99.44
2	Interest Accrued but not due	-	2.41
3	Statutory Remittances	8.20	15.68
4	Other Payables:	134.09	438.45
	<b>Total</b>	<b>241.73</b>	<b>555.98</b>

**Note : 10 Short Term Provisions**

Sr. No	Particulars	As At	As At
		31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
1	<b>Provision - Others:</b>		
	-Provision for Proposed Equity Dividend	13.41	12.11
	-Provision for Tax on Proposed Dividend	2.74	2.48
	-Provision for Tax (Net of Advance Tax)	39.87	166.46
	<b>Total</b>	<b>56.02</b>	<b>181.05</b>

VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2016

Note : 11 Fixed Assets (Amount in Lacs)

(i) Tangible Assets

1	Freehold Land	84,894.74	-	0.31	-	84,895.05	-	-	-	-	84,895.05	84,894.74
2	Plant & Machinery	840.66	-	25.82	-	866.48	241.99	36.47	-	278.46	588.02	598.67
3	Computer Systems	38.05	-	19.19	21.22	36.02	30.34	-	7.36	19.45	17.77	7.71
4	Software Licence	1.91	-	3.08	-	4.99	1.82	-	1.45	-	3.27	0.10
4	Furniture & Fixture	6.08	-	80.34	3.22	83.20	1.91	-	6.86	1.34	7.44	4.17
5	Motor Car	63.07	-	-	-	63.07	23.64	-	8.63	-	32.27	39.44
6	Office Equipments	14.46	-	45.40	3.08	56.78	4.27	-	5.02	1.55	7.74	10.19

(ii) Intangible Assets

1	Goodwill on Amalgamation	-	-	21.01	-	21.01	-	-	4.20	-	4.20	16.81
---	--------------------------	---	---	-------	---	-------	---	---	------	---	------	-------

(iii) Work-in-Progress

1	Capital Work in Progress	8,444.93	-	30,266.73	103.95	38,607.71	-	-	-	-	38,607.71	8,444.93
---	--------------------------	----------	---	-----------	--------	-----------	---	---	---	---	-----------	----------

"A business that consistently enriches lives is a wealthy business"

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31 March, 2016

(Figures in Lacs)

**Note : 12 Non Current Investment**

Sr. No	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	<b>Investments (At Cost)</b>		
	<b>Others</b>		
	Vitan Agro Industries Limited - 4,00,000 (P.Y 4,00,000) Equity Shares of ₹ 1/- each in {(Market value 54.92 (P.Y. 50.82))}	6.00	6.00
	DB (International ) Stock Brokers Ltd. - 5,00,000 (P.Y. 5,00,000) Equity Shares of ₹ 2/- (P.Y. ₹ 2/-) each fully paid up {(Market value 99.50/- (P.Y. 238.00))}	29.00	29.00
	Rander Corporation Ltd. - 457,387 (P.Y.457,387) Equity Shares of ₹ 10/- each fully paid up {(Market value 63.58 (P.Y. 16.10))}	5.95	5.95
	CCL International Ltd - 15,000 (P.Y. 75,000) Equity Shares of ₹ 10/- each fully paid up {(Market value 14.49 (P.Y. 236.25))}	69.03	69.03
	<b>Total</b>	<b>109.98</b>	<b>109.98</b>

**Note : 13 Long-term Loans and Advances**

Sr. No	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	<b>Loans and Advances to Related Parties</b>		
	Loans & Advances - Others	4.00	4.00
2	Advance Taxes Net of Provisions	72.16	61.59
	<b>Total</b>	<b>76.16</b>	<b>65.59</b>

**Note : 14 Trade Recievables**

Sr. No	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Unsecured,		
(a)	Overdue for less than six months -Considered Good	41,188.94	34,435.00
(b)	Overdue for more than six months -Considered Doubtful & Under Litigation	503.70	-
	<b>Total</b>	<b>41,692.64</b>	<b>34,435.00</b>

**Note : 15 Cash & Cash Equivalents**

Sr. No	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	<b>Cash &amp; Cash Equivalents</b>		
	(i) Balances with Banks		
	- In current accounts	7,356.24	46.08
	(ii) Cash on Hand	82.87	76.18
2	<b>Other Bank Balances</b>		
	(i) Earmarked balances with banks	11.12	8.16
	(ii) Against margin money for SBLC	1,241.47	1,407.41
	<b>Total</b>	<b>8,691.70</b>	<b>1,537.83</b>

# VERITAS (INDIA) LIMITED

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31 March, 2016

(Figures in Lacs)

## **Note :16 Short Terms Loans and Advances**

<b>Sr. No</b>	<b>Particulars</b>	<b>As At 31st March, 2016</b>	<b>As At 31st March, 2015</b>
1	Security deposits	39.33	50.13
2	Loans and Advances to Employees	0.44	13.42
3	Advance to Others	2,758.50	7,450.81
4	Balances with Government Authorities	1,384.10	913.36
5	Prepaid Expenses	322.70	35.80
6	Advance Taxes net of Provisions	0.09	0.09
	<b>Total</b>	<b>4,505.16</b>	<b>8,463.61</b>

## **Note :17 Other Current Assets**

<b>Sr. No</b>	<b>Particulars</b>	<b>As At 31st March, 2016</b>	<b>As At 31st March, 2015</b>
1	Receivable on Disposal of Subsidiary	-	1,627.34
2	Other Receivable	9.60	26.80
	<b>Total</b>	<b>9.60</b>	<b>1,654.14</b>



# VERITAS (INDIA) LIMITED

Notes Forming Part of the Consolidated Statement of Profit & Loss for the year ended March 31, 2016

(Figures in Lacs)

**Note : 18 Revenue from Operations**

Sr. No	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Sale of Products (Refer Note (i) below)	1,45,578.55	1,50,273.51
	<b>Total</b>	<b>1,45,578.55</b>	<b>1,50,273.51</b>

Note	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
(i)	Sale of Products Comprises :		
	Generation of Electricity	64.90	24.13
	Agricultural Farm Produce	90.71	87.73
	<b>Total</b>	<b>155.61</b>	<b>111.86</b>
	Traded and Developed Goods	1,45,422.94	1,50,161.65
	<b>Total</b>	<b>1,45,422.94</b>	<b>1,50,161.65</b>
	<b>Total - Sale of Products</b>	<b>1,45,578.55</b>	<b>1,50,273.51</b>

# VERITAS (INDIA) LIMITED

Notes Forming Part of the Consolidated Statement of Profit & Loss for the year ended March 31, 2016.

(Figures in Lacs)

**Note : 19 Other Income**

Sr. No	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	<b>Dividend Income:</b>		
	-Others	-	0.04
2	Other Operating Income	4.14	-
3	Rental Income	-	1.60
	<b>Total</b>	<b>4.14</b>	<b>1.64</b>

## VERITAS (INDIA) LIMITED

Notes Forming Part of the Consolidated Statement of Profit & Loss for the year ended March 31, 2016.

(Figures in Lacs)

**Note : 20 Purchase of Traded Goods**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Traded Goods	1,35,652.82	1,45,541.54
	<b>Total</b>	<b>1,35,652.82</b>	<b>1,45,541.54</b>

**Note : 21 Changes in Inventories of Stock-in-Trade**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	<b>Inventories at the end of the year:</b> Stock - in -Trade	34.17	2,349.44
2	<b>Inventories at the beginning of the year:</b> Stock - in -Trade	2,349.44	168.32
	Net (increase) / decrease	2,315.27	(2,181.12)
	<b>Total</b>	<b>2,315.27</b>	<b>(2,181.12)</b>

# VERITAS (INDIA) LIMITED

Notes Forming Part of the Consolidated Statement of Profit & Loss for the year ended March 31, 2016.

(Figures in Lacs)

**Note : 22 Employee Benefit Expenses**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Salaries and Wages	300.35	343.53
2	Contributions to Provident Fund	12.88	12.27
3	Contributions to Gratuity Fund	7.63	4.08
4	Staff Welfare Expenses	0.15	1.16
5	Remuneration to Director	28.50	30.00
6	Directors Sitting Fees	0.59	0.42
	<b>Total</b>	<b>350.10</b>	<b>391.46</b>

**Note : 23 Finance Cost**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2015	For the year ended 31 <sup>st</sup> March, 2015
1	<b>On Fixed Period Loan</b>		
	-Interest on Term Loan	23.61	33.61
	-Interest on Car Loan	1.36	2.09
2	<b>On Working Capital Loan</b>		
	-Bank Interest {Refer Note 23 (2)(i) below}	474.84	355.04
	-Bank Charges & Commission	104.70	241.46
	<b>Total</b>	<b>604.51</b>	<b>632.20</b>

**Note 23(2) Finance Cost (contd.)**

(i)	Bank Interest is net off Interest received of 103.83 lacs (P.Y. 107.60 lacs) on Margin Money against Credit Facility.
-----	---

# VERITAS (INDIA) LIMITED

Notes Forming Part of the Consolidated Statement of Profit & Loss for the year ended March 31, 2016.

(Figures in Lacs)

**Note : 24 Operation and Other Expenses**

Sr. No	Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
1	Logistic Expenses	111.67	432.33
2	Farming Expenses	11.15	19.11
3	Packing Charges	14.55	0.84
4	Rent Paid	45.52	45.60
5	Repairs & Maintainance		
	- Machinery	4.15	14.94
	- Others	29.98	6.26
6	Insurance	4.58	2.32
7	Rates & Taxes	9.19	13.64
8	Brokerage & Commission Charges	1.60	0.40
9	Communication Expenses	30.21	55.85
10	Travelling and Conveyance Expenses	38.77	25.38
11	Printing and Stationery Expenses	2.02	1.04
12	Advertising/Business Promotion Expenses	28.98	6.34
13	Legal and Professional Fees	73.14	158.16
14	Payments to Auditors (Refer Note (i) below)	10.72	9.82
15	Foreign Currency Transaction & Transalation	5.52	0.57
16	Loss on Sales of Fixed Assets	0.18	-
17	Electricity Charges	8.99	5.46
18	Miscellaneous Expenses	12.54	15.34
	<b>Total</b>	<b>443.46</b>	<b>813.40</b>

Notes:			
Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015	
(i) <b>Payments to the Auditors Comprises (inclusive of service tax):</b>			
- Statutory Audit Fees	9.72	8.70	
- Certification Charges	-	0.28	
- Tax Audit Fees	1.00	0.84	
<b>Total</b>	<b>10.72</b>	<b>9.82</b>	

# VERITAS (INDIA) LIMITED

## Notes forming part of the Consolidated Financial Statements:

### 25. Contingent Liabilities and Commitments:

(Figures in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>Contingent Liabilities</b>		
Corporate Guarantee /Stand by letter of Credit	44,772.75	10,953.25
Income Tax demand pending Appeal & Rectification	189.57	1,894.27
Sale Tax Demand Pending Appeal (A.Y. 2009-2010)	2.10	2.10
<b>Total</b>	<b>44,964.42</b>	<b>12,849.62</b>
<b>Commitments</b>		
Estimated amount of Contracts remaining to be executed	30,071.77	36,502.70
<b>Total</b>	<b>30,071.77</b>	<b>36,502.70</b>

### 26. Retirement Benefit Plans:

Disclosure as required by Accounting Standard 15 (Revised) on Employee Benefits:-

(i) In respect of gratuity, a defined benefit scheme (based on actuarial valuation) are given below:-

(Figures in Lacs)

Sl. No.	Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>I</b>	<b>Change in Obligation during the year ended March 31, 2016</b>		
1	Present Value of Defined Benefit Obligation at beginning of the year	53.80	39.89
2	Current Service Cost	8.75	7.88
3	Interest Cost	4.28	3.18
4	Actuarial (Gains)/Losses	(25.62)	2.85
5	Benefits Paid	(5.17)	-
6	Present Value of Defined Benefit Obligation at end of the year	36.04	53.80
<b>II</b>	<b>Change in Assets during the year ended March 31, 2016</b>		
1	Plan Assets at the beginning of the year	54.80	45.13
2	Actual Benefits Paid	(5.17)	-
3	Expected returns on Plan Assets	5.28	4.53
4	Contributions by Employer	11.43	5.14

## VERITAS (INDIA) LIMITED

5	Actuarial Gains /(Losses)	-	-
6	Plan Assets at the end of the year	66.34	54.80
<b>III</b>	<b>Net Asset/(Liability) recognized in the Balance Sheet as at March 31, 2016</b>		
1	Present Value of Defined Benefit Obligation	36.05	53.80
2	Fair Value of Plan assets as a March 31, 2016	66.34	54.80
3	Fund Status Surplus/(Deficit)	30.29	1.00
4	Net Asset/(Liability) as at March 31, 2016	30.29	1.00
<b>IV</b>	<b>Expenses recognized in the statement of Profit &amp; Loss for the year ended March 31, 2016</b>		
1	Current Service Cost	8.75	7.88
2	Interest Cost	4.28	3.18
3	Expected returns on Plan Assets	(5.28)	(4.53)
4	Net Actuarial (Gains)/Losses	(7.75)	3.11
5	Total Expense	0.00	9.64
<b>V</b>	<b>The major categories of plan assets as a percentage of total plan</b>		
	Insurer Managed Funds	100%	100%
	<b>Actuarial Assumptions</b>		
1	Discount Rate	8%	8%
2	Rate of Return on Plan Assets	9%	9%
3	Mortality Table	LIC (1994-96)	LIC (1994-96)
4	Retirement Age	60 years	60 years

- (ii) In respect of Leave Encashment, a defined benefit scheme (based on actuarial valuation) are given below:- (Figures in Lacs)

<b>I</b>	<b>Change in Obligation during the year ended March 31, 2016</b>	
1	Present Value of Defined Benefit Obligation at beginning of the year	11.45
2	Current Service Cost	6.43
3	Interest Cost	0.86
4	Actuarial (Gains)/Losses	(3.52)
5	Benefits Paid	(3.30)
6	Present Value of Defined Benefit Obligation at end of the year	11.92
<b>II</b>	<b>Change in Assets during the year ended March 31, 2016</b>	
1	Plan Assets at the beginning of the year	-

## VERITAS (INDIA) LIMITED

2	Actual Benefits Paid	-
3	Expected returns on Plan Assets	-
4	Contributions by Employer	-
5	Actuarial Gains /(Losses)	-
6	Plan Assets at the end of the year	-
<b>III</b>	<b>Net Asset/(Liability) recognized in the Balance Sheet as at March 31, 2016</b>	
1	Present Value of Defined Benefit Obligation	11.92
2	Fair Value of Plan assets as a March 31, 2016	-
3	Fund Status Surplus/(Deficit)	-
4	Net Asset/(Liability) as at March 31, 2016	(11.92)
<b>IV</b>	<b>Expenses recognized in the statement of Profit &amp; Loss for the year ended March 31, 2016</b>	
1	Current Service Cost	6.43
2	Interest Cost	0.86
3	Expected returns on Plan Assets	-
4	Net Actuarial (Gains)/Losses	(3.52)
5	Total Expense	3.77
<b>V</b>	<b>Actuarial Assumptions</b>	
1	Discount Rate	8.03%
2	Rate of Return on Plan Assets	-
3	Mortality Table	Indian Assured Lives Mortality (2006-08)
4	Retirement Age	60 years

### 27. Segment Information:

#### i) **Business Segment:**

The Company has identified business segments (industry practice) as its primary segment and geographic segments as its secondary segment. Business segments are primarily Trading, Development of Software and Distribution & Wind Power Generation etc.

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably among segments are not allocated to primary and secondary segments.



## VERITAS (INDIA) LIMITED

- ii) **Geographical Segment:** The secondary reporting segment for the Company is geographical segment based on location of customers, which are as follows :

Figures in Lacs			
Revenues from External Customers	1,46,600.62 (146,644.54)	977.93 (3,628.97)	1,45,578.55 (1,50,273.51)
Segment Assets	1,78,490.41 (1,38,735.90)	913.06 (3,880.32)	1,79,403.47 (1,42,616.22)

### 28. Tax Expenses

#### a) Deferred Tax

Major component of Deferred Tax arising on account of temporary timing difference is as under:-

(Figures in Lacs)

Deferred Tax Liability		
Opening Balance	195.85	213.99
Reversal of Deferred Tax	(46.16)	(18.14)
<b>Closing Balance</b>	<b>149.69</b>	<b>195.85</b>

### 29. Related Party Disclosures :

As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

#### a) Related Parties:

(i) Associates : NIL

(ii) Key Managerial Personnel (KMP)

- Nitin Kumar Didwania – Director
- Saurabh Sanghvi - Whole time Director
- Rajaram Shanbhag- Chief Financial Officer-
- Mukesh Tank- Company Secretary till 11<sup>th</sup> March 2016.

(iii) Enterprise over which Key Managerial Personnel are able to exercise significant influence

- Veritas Investment Limited
- Diva Trade Impex Private Limited
- Hazel Logistic Private Limited
- Sears Real estate Private Limited

## VERITAS (INDIA) LIMITED

- Clairvoyant Trade Impex Private Limited
- Veritas Housing Development Private Limited

b) Transactions with related parties and the status of outstanding balances as at March 31, 2016:

(Figures in Lacs)

Particulars	Subsidiaries	KMP & their relatives	Enterprise over which KMP exercise control
Salary and other employee benefits to KMP	-	120.40	-
	(-)	(112.61)	(-)
Rent Paid	1.60	-	7.86
	(1.60)	(-)	(5.27)
Rent Deposit Given	-	-	-
	(-)	(-)	(25.00)
Service Taken	-	-	12.92
	(-)	(-)	(256.01)
Purchases	-	-	-
	(-)	(-)	(39.68)
Sales	-	-	-
	(-)	(-)	(0.15)

30. **Earnings Per Equity Share (EPS):**

Basis of calculation of Basic and Diluted Earnings per Equity share is as under:

( Figures in Lacs)

Profit After Tax	6,023.17	4,803.31
Weighted average number of Equity Shares		
- Basic	268.10	242.10
- Diluted	268.10	242.10
Nominal Value of Equity Shares (₹)	1	1
Earnings per Share (₹)		
- Basic	22.47	19.84
- Diluted	22.47	19.84

# VERITAS (INDIA) LIMITED

## 31. Auditor's Remuneration (including service tax)

(Figures in Lacs)

Statutory Audit Fees	9.72	8.70
Certification Fess	-	0.28
Tax Audit Fees	1.00	0.84
<b>Total</b>	<b>10.72</b>	<b>9.82</b>

## 32. Leases

a) The Company has taken commercial spaces on an operating lease basis. The lease rentals are payable by the Company on a monthly / quarterly basis.

b) Future minimum lease rentals payable as at 31<sup>st</sup> March, 2016 as per the lease agreements:

(Figures in Lacs)

i) Not later than one year	21.36	17.23
ii) Later than one year and not later than five years.	3.43	1.96
<b>Total</b>	<b>24.79</b>	<b>19.19</b>

## 33. (i) Scheme of Amalgamation of the Two Subsidiaries:

(a) A Scheme of Amalgamation of one of the Subsidiary M/s. Kudrat Farming Private Limited, (referred to as "Transferor Company") with step down Subsidiary M/s. Veritas Agro Venture Private Limited (referred to as "Transferee Company") and their respective shareholders, under sections 391 to 394 of the Companies Act, 1956 ("The Scheme") has been approved by the shareholders of the respective companies and sanctioned by the Honorable High Court of Bombay (vide its Order dated 30<sup>th</sup> March 2016).

(b) The scheme has been made effective on 10<sup>th</sup> May 2016 ("Effective Date") on filing of the High Court Order with the Registrar of Companies.

(c) Pursuant to said scheme, KFPL (holding company) engaged in the business of carrying out Agricultural Activity has amalgamated into its wholly owned subsidiary VAVPL engaged in the business of dealing in Agriculture & Agro Product with effect from Appointed Date i.e.1<sup>st</sup> April 2015. The Company has given effect to the said merger in its financial statements for the period ended on 31<sup>st</sup> March 2016 from the Appointed Date.

## VERITAS (INDIA) LIMITED

- (d) As per Scheme, the Company is required to issue 10,000 equity shares at fair value i.e. at face value of ₹.10/- per share and premium of ₹ 8.35lacs to the shareholders of KFPL (i.e. Veritas India Limited and its nominees) based on the swap ratio provided in the Scheme. The Company has followed Purchase Method of Accounting as prescribed in Accounting Standard 14-Accounting for Amalgamation (AS-14) issued by the institute of Chartered Accountants of India and accordingly recorded a Goodwill of ₹ 21.01lacs in the books of "the Company".
- (e) The aforesaid Goodwill is to be amortized over a period of 5 years as per (AS-14).
34. There are no specific claims from suppliers under interest on delayed payments covered under Small Scale & Ancillary Act, 1993.
35. The company does not have any dues payable to any micro, small and medium enterprises as at the year end. The identification of the micro, small & medium enterprises is based on management's knowledge of their status. The Company has not received any intimation from the suppliers regarding their status under the MSMED Act 2006.

(i)	Principal amount remaining unpaid (but within due date as per the MSMED Act)	-	-
(ii)	Interest due thereon remaining unpaid	-	-
(iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(v)	Interest accrued and remaining unpaid	-	-
(vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-



**Blank Page**



**Veritas (India) Limited**

CIN: L23209MH1985PLC035702

Website: [www.veritasindia.net](http://www.veritasindia.net)

NOTICE is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of VERITAS (INDIA) LIMITED will be held on Friday, 30<sup>th</sup> September, 2016 at 11.30 am at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Mr. Saurabh Sanghvi (DIN 02000411), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of Audit Committee and the Board of Directors and pursuant to the approval of members at the Thirty First Annual General Meeting, the Company hereby ratifies the appointment of M/s. Shabbir & Rita Associates LLP, Chartered Accountants, Mumbai, (Firm Registration No. 109420W) as the Statutory Auditors of the Company to hold the office till the conclusion of Thirty Second Annual General Meeting on a remuneration to be fixed by the Board of Directors, plus out of pocket expenses as may be incurred by them for the performance of their duties in connection with the audit for the financial year ended 31<sup>st</sup> March, 2017.”

**SPECIAL BUSINESS:**

**5. To appoint Mr. Rajarangamani Gopalan as an Independent Director of the Company**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Rajarangamani Gopalan (DIN 01624555), who was appointed as an Additional Director by the Board of Directors with effect from May 24, 2016 pursuant to Section 161(1) of the Act and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for five consecutive year from May 24, 2016.”

By Order of the Board of Directors

Mumbai  
August 12, 2016

Sd/-  
Nitinand Kumar Didwania  
Chairman & Director  
DIN:00210289

Registered Office:  
Veritas House, 3<sup>rd</sup> Floor,  
70 Mint Road, Fort,  
Mumbai - 400001  
Phone no: 91 22 2275 5555/6184 0000  
Fax: 91 2275 5556/6184 0001  
Email: [corp@veritasindia.net](mailto:corp@veritasindia.net)  
Website: <http://www.veritasindia.net>

**NOTES:**

- a) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member or Shareholder. The instrument appointing the proxy shall be deposited at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on



- behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as may be applicable.
- c) An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or bear the same date without specific mention of time, all such proxies shall be considered as invalid.
  - d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member can inspect the proxies lodged, at any time during the business hours of the company between 10:00 a.m. to 1:00 p.m. provided that not less than three days' notice in writing of the intention so to inspect is given to the company.
  - e) Any Corporate Members intending to send their authorized representatives to attend the Annual General Meeting in terms of Section 113 of the Act of Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
  - f) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order names as per the Register of Members of the Company will be entitled to vote.
  - g) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of annual book closure.
  - h) Members, Proxies and Authorized Representatives are requested to bring Attendance Slip duly completed and signed as per their specimen signature registered with the Company for admission to the meeting. Members who hold shares in demat form are requested to bring their DP ID and Client ID / Folio No. for identification.
  - i) Members holding the shares in dematerialized form are requested to intimate all the changes pertaining to bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
  - j) Members holding shares in physical form are requested to send/notify any changes in their address/bank mandate to the Company or the Company's Registrar and Share Transfer Agent.
  - k) Members are requested to hand over the enclosed Attendance Slip duly signed in with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in demat form are requested to bring their Client ID and DP ID numbers for identification.
  - l) The Securities and Exchange Board of India has made it mandatory (by circular dated March 21, 2013) for all listed companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for depositing of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records.
  - m) The Securities Exchange Board of India (SEBI) for securities market transactions and/or off-market transactions or private transactions involving the transfer of shares in physical form has mandated the submission of Permanent Account Number (PAN) by every

- participant in securities market. Members holding shares in demat form are, therefore requested to submit the copy of their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.
- n) Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filed to the Registrar and Transfer Agents, Universal Capital Securities Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
  - o) In terms of Sections 205A read with 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). However, as confirmed by RTA there are no unpaid or unclaimed dividends on equity shares of the Company, which remained unclaimed for a period of seven years and needs to be, transferred to the IEPF under Section 205C of the Companies Act, 1956.
  - p) Members, who have not yet encashed their dividend warrant(s), for any dividends declared after the aforesaid dividends, are requested to forward their claims to the Registrar and Transfer Agents, M/s. Universal Capital Securities Private Limited or to the Company at its registered office address. It may be noted that once the unclaimed dividend is transferred to the IEPF, as above, no claim shall lie against the Company.
  - q) Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository. Accordingly, the Notice of the Meeting along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes.
  - r) Members may also note that the Notice of 31<sup>st</sup> AGM and the Annual Report 2015-16 will also be available on the Company's website [www.veritasindia.net](http://www.veritasindia.net) and also on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). Physical copies of the same will also be available at the Company's Registered Office for inspection during business hours on working days except for Saturday and Sundays up to the date of the Meeting.
  - s) In terms of Section 152 of the Act, Mr. Saurabh Sanghvi (DIN 02000411), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief resume of Mr. Saurabh Sanghvi and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India is attached hereunder, along with details of companies in which he is a Director/Chairman and the Board Committees in which they are Member/Chairman.
  - t) The Route map for the venue of the AGM is annexed.

### **Voting through the electronic means**

1. Pursuant to Section 108 of Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement), 2015 the Company will provide remote e-voting as an option to members to exercise their vote on resolutions proposed to be considered at the Annual General Meeting. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The facility of casting the votes by the members using the electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by Central Depository Securities Limited (CSDL).

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

Commencement of e-voting	From 9:00 a.m. of September 27, 2016
End of e-voting	Up to 5:00 p.m. of September 29, 2016

Remote e-voting shall not be allowed beyond 5:00 p.m. of September 29, 2016. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The cut-off date for the purpose of remote e-voting is Friday, September 23, 2016.

2. The Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) to the Scrutinizer appointed by the Board of Directors of the Company. Members who have cast their votes by remote e-voting or by Ballot Papers prior to the AGM may also attend the Meeting but shall not be able entitled to cast their vote again. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, September 23, 2016 have the option to request for physical copy of the Ballot Form by sending an e-mail to [corp@veritasindia.net](mailto:corp@veritasindia.net) or by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5:00 p.m. on September 29, 2016 will be treated as invalid.
3. The “cut-off date” for determining the eligibility for voting either through electronic voting system or ballot process is fixed at Friday, September 23, 2016. During this period, shareholders’ holding shares either in physical form or in dematerialised form, as on the cutoff date shall be entitled to avail the facility of remote e-voting. The remote e-voting module shall be disabled by CSDL for voting thereafter.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2016.
5. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. either through remote e-voting or by Voting facility provided at the Meeting. If a Member cast vote by more than one mode, then voting done through remote e-voting shall prevail and the voting through voting facility provided at the Meeting shall be considered as invalid.

6. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Share Transfer Agent. However, if you are already registered with CSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

7. The Board of Directors of the Company has appointed Ms. Mansi Damania (Membership No. FCS 7447), of M/s. JMJA & Associates LLP, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results forthwith.

9. The results of the voting on the resolution at the AGM shall be declared by the Chairman or his authorized representative or anyone of the Directors of the Company on/or after the date of the AGM within the prescribed time limits and shall be communicated to the stock exchanges.

10. Pursuant to Regulation 44 of the SEBI Listing Regulations, the results once declared along with Scrutinizer's Report shall be placed on the Company's website [www.veritasindia.net](http://www.veritasindia.net) and the website of CSDL [www.evotingindia.com](http://www.evotingindia.com).

11. The Scrutinizers decision on the validity of remote e-voting and ballot process will be final.

#### **PROCESS FOR MEMBERS OPTING FOR E-VOTING:**

Members are requested to follow the instructions below to cast their vote through e-voting:

**A. In case of members receiving e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

- a) Open the internet browser by typing the following URL: <https://www.evotingindia.com>
- b) Click on Shareholder – Login
- c) If you are already registered with CDSL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- d) If you are logging in for the first time, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN*</b>	<p>Enter your 10 digits' alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>•Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number which is mentioned in address label as Sr. No. affixed on Annual Report, in the PAN field.</p> <p>•In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account.</p> <p>•Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- e) After entering these details appropriately, click on "SUBMIT" tab.
- f) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h) Once the home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
- i) Select "EVSN" (Electronic Voting Sequence Number) for Veritas (India) Limited.
- j) Now you are ready for remote e-voting as Cast Vote page opens.
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes casted by clicking on "Click here to print" option on the Voting page.
- p) Note for Institutional Shareholders (other than individual, HUF, NRI etc.)

- ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ✓ After receiving the login details, they have to create compliance user using the admin login and password. The Compliance would be able to link the account(s) for which they wish to vote on.
- ✓ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**B. In case a Member receives physical copy of the Notice (whose e-mail ID is not registered with the Company/Depository Participant(s))**

- a) Initial password is provided as per the format given below at the bottom of the Attendance Slip for the AGM: EVSN (E-Voting Sequence Number) USER ID PASSWORD/PIN
- b) Please follow all steps in SI No. (a) to SI No. (p) above to cast vote.

C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting user manual for shareholders available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business item mentioned under item No. 5 of the accompanying Notice

In accordance with the provisions of Section 149 of the Companies Act, 2013 (Act) read with SEBI listing Regulation, the Company is required to have at least one-half of the total number of Directors as Independent Directors who are not liable to retire by rotation and who shall hold office for a term of up to five years. They may be appointed for a maximum of two consecutive terms.

Mr. Rajarangamani Gopalan was appointed as an Additional Director on May 24, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act) read with Article No. 45 of the Articles of Association of the Company in the capacity of Independent Directors and hold office of Director up to the date of the ensuing Annual General Meeting.

The Company has received a consent from Mr. Gopalan and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and meet the criteria of independence as prescribed under Section 149(6) of the Act and under SEBI Listing Regulation. In this regard requisite notice in writing under Section 160 of the Act from a member, along with a deposit of requisite amount has been received, proposing the

appointment of Mr. Gopalan as candidate for the office of Independent Director of the Company.

The terms and conditions of appointment of Mr. Rajarangamani Gopalan, shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Brief resume of Mr. Rajarangamani Gopalan:

<b>Name of Directors</b>	Mr. Rajarangamani Gopalan
<b>Date of Birth</b>	20th April 1952
<b>Date of Appointment</b>	24th May, 2016
<b>Qualification</b>	MPA from John F Kennedy School of Govt, Harvard University., MA, USA MA from Boston University, MA, USA
<b>Expertise in specific functional areas</b>	Has rich and varied experience including experience at Ministry of Commerce and Industry
<b>Board Membership of other companies</b>	Sundaram -Clayton Limited
<b>Membership/Chairmanship of Committees of other Companies</b>	NIL

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

**ANNEXURES to the Notice****Details of Directors seeking Re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement), 2015**

<b>Name of Directors</b>	Mr. Saurabh Sanghvi
<b>Date of Birth</b>	05-08-1974
<b>Date of Appointment</b>	November 01, 2014
<b>Qualification</b>	B.com
<b>Expertise in specific functional areas</b>	Has rich and varied experience in the field of trading in iron and steel products
<b>Board Membership of other companies as on March 31, 2016</b>	Neolite Polymer Industries Private Limited Veritas Polychem Private Limited Hazel Infra Limited Groupe Veritas Limited Hazel Mercantile Limited Sanman Trade Impex Limited Aspen International Private Limited Titly Barter Private Limited India Fintrade Limited Revive Securities Private Limited Priceless Investrade Private Limited
<b>Membership/Chairmanship of Committees of other Companies as on March 31, 2016</b>	NIL

For other details such as number of shares held, number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors, please refer to the Corporate Governance Report.



**VERITAS (INDIA) LIMITED**  
CIN: L23209MH1985PLC035702

Reg. Office: Veritas House, 3<sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai – 400001  
Tel No.: +91 22 22755555/61840000, Fax No.: +91 22 22755556/61840001,  
Website: [www.veritasindia.net](http://www.veritasindia.net) Email: [corp@vertiasindia.net](mailto:corp@vertiasindia.net)

**FORM No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member			
Registered Address			
Email Id			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or falling him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting of the Company to be held on Friday, September 30 2016 at 11.30 AM at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	For	Against
<b>Ordinary Resolution</b>			
1.	Adoption of audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon		

2.	Confirmation of final dividend for the financial year ended March 31, 2016		
3.	Re-appointment of Mr. Saurabh Sanghvi as the Whole-Time Director of the Company		
4.	Ratification of appointment of Auditors and fix their remuneration		
<b>Special Business</b>			
5.	Appointment of Mr. Rajaragamani Gopalan as an Independent Director		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
---------------------------

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put a "P" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The Proxy-holder shall prove his identify at the time of attending the Meeting.

**VERITAS (INDIA) LIMITED**

CIN: L23209MH1985PLC035702

Reg. Office: Veritas House, 3<sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai – 400001

Tel No.: +91 22 22755555/61840000, Fax No.: +91 22 22755556/61840001,

Website: [www.veritasindia.net](http://www.veritasindia.net) Email: [corp@vertiasindia.net](mailto:corp@vertiasindia.net)

**ATTENDANCE SLIP**

**THIRTY FIRST ANNUAL GENERAL MEETING ON FRIDAY, September 30, 2016 AT 20  
Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020.**

Folio No. / DP ID & Client	
ID*	
No. of Shares held	

\* Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered member/ proxy for the registered member of the Company.

I/We hereby record my presence at the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Company to be held at 20 Downtown Hall, 2<sup>nd</sup> Floor, Eros Theatre Building, Churchgate, Mumbai 400 020 at 11.30 AM on Friday, September 30, 2016.

\_\_\_\_\_  
Signature of Member/Proxy

Member's / Proxy's name in **BLOCK** letters

**Note:** Please fill up this attendance slip and hand over it over at the entrance of the meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

**VERITAS (INDIA) LIMITED**

CIN: L23209MH1985PLC035702

Reg. Office: Veritas House, 3<sup>rd</sup> Floor, 70 Mint Road, Fort, Mumbai – 400001

Tel No.: +91 22 22755555/61840000, Fax No.: +91 22 22755556/61840001,

Website: [www.veritasindia.net](http://www.veritasindia.net) Email: [corp@veritasindia.net](mailto:corp@veritasindia.net)**BALLOT FORM****(In lieu of remote e-voting facility for 31<sup>st</sup> Annual General Meeting being held on September 30, 2016)**

1.	Name and registered address of the Sole/first name Member	
2.	Name of the joint holder(s) if any	
3.	Registered Folio No. / DP ID No. & Client ID No.	
4.	Number of shares held	

I/ We, hereby exercise my/our vote in respect of the business to be transacted at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday, September 30, 2016 set out in the Notice dated August 12, 2016 of the Company convey my/our assent (FOR) or dissent (AGAINST) to the resolutions by placing the tick mark (P) in the appropriate box below:

Resol ution No.	Description	No. of Shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Adoption of audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon			
2.	Confirmation of final dividend for the financial year ended March 31, 2016			
3.	Re-appointment of Mr. Saurabh Sanghvi as the Whole-Time Director of the Company			
4.	Ratification of appointment of Auditors and fix their remuneration			
5.	Appointment of Mr. Rajaragamani Gopalan as an Independent Director			

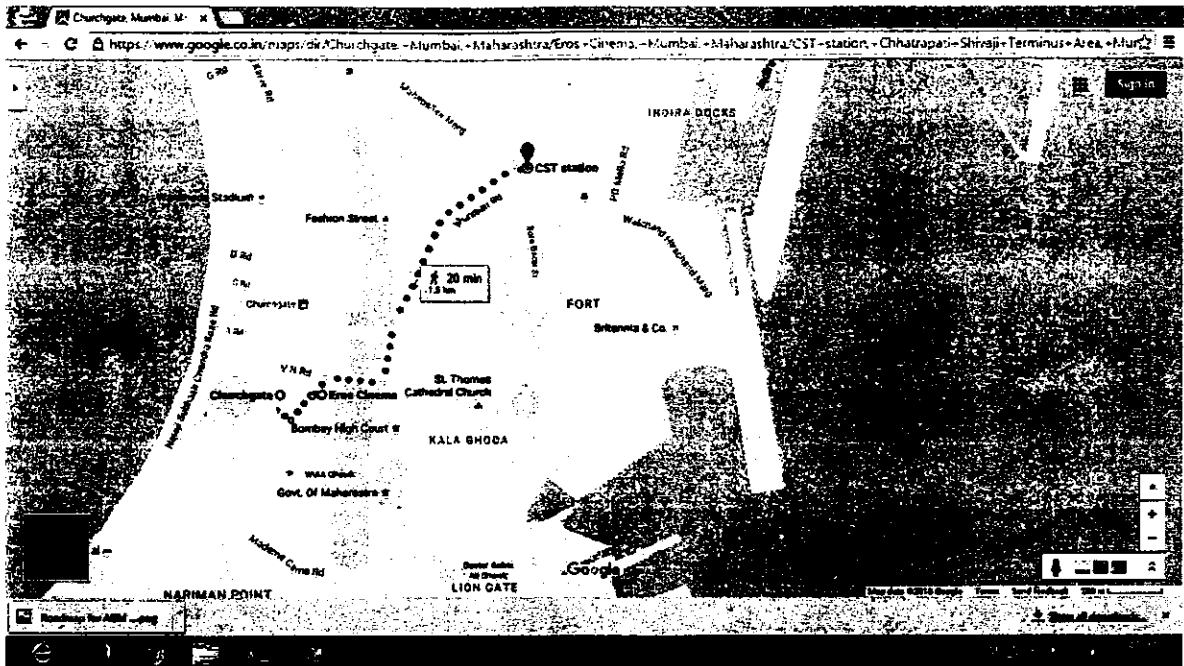
Place: \_\_\_\_\_

(Signature of the Member)

Date: \_\_\_\_\_

**Note:** Please read the instruction carefully printed in the Notice of the AGM before completing this form.

The Route map of AGM Venue is as given below:



***If undelivered, please return to:***

Universal Capital Securities Pvt. Ltd.  
(Formerly known as "Mondkar Computers Pvt. Ltd.")  
UNIT: VERITAS (INDIA) LIMITED  
21, Shakil Niwas,  
Opp. Satya Saibaba Temple,  
Mahakali Caves Road,  
Andheri (E), Mumbai - 400 093