

VERONICA PRODUCTION LIMITED

(Formerly known as Jagran Production Limited)

CIN : L22130GJ1990PLC014567

Swami Vivekanand Road C/o Roshani Dept. Stores St No. 1,

Vaniya vadi main road, Rajkot -360002

Email ID:- shreyachemical@gmail.com Ph No. 02812362500 M- 9427161843

Website:- www.veronicaproduction.com

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF VERONICA PRODUCTION LIMITED (FORMERLY KNOWN AS JAGRAN PRODUCTION LIMITED) will be held at 130 Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot - 360002, on Tuesday 28th February, 2017 at 11.00 A.M. to transact the following business:

SPECIAL BUSINESS:

Item No. 1

To consider and pass with or without modification(s), the following resolution, as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(is), and subject to such conditions as may be agreed by the Board of Directors of the company (which expression also includes a committee thereof), 10 (Ten) Equity Share of the company having a face value of Re. 1/- each fully paid-up be consolidated into 1 (One) Equity Shares of the face value of Rs. 10/- each fully paid-up."

"RESOLVED FURTHER THAT on consolidation, 1 (One) Equity Shares of the face value of Rs. 10/- each be issued in lieu of existing 10 (Ten) equity share of Re. 1/- each shall be subject to the terms of the Memorandum and Articles of Association of the company and shall rank pari passu in all respects and carry the same rights as the existing fully paid shares of Rs. 10/- each of the company and shall be entitled to dividends, if any to be declared after the consolidation equity shares are allotted."

"RESOLVED FURTHER THAT upon consolidation of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Re. 1 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the Allottees of the new equity shares of Rs. 10/- each on consolidation and the company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the company in lieu of such existing share certificate(s) subject to the provisions of the companies (Share Capital and Debentures) Rules, 2014 and in the case of Shares held in the dematerialized form, the number of consolidated Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the company before consolidation."

"RESOLVED FURTHER THAT the fractional shares caused by consolidation of Capital shall be transferred without requiring any further action to a Trust to be formed for this purpose."

"RESOLVED FURTHER THAT the Independent Directors of the Company shall manage this trust and the Compliance Officer of the Company shall be secretary of the Trust and shall assist the Independent Directors in managing the affairs of the Trust."

"RESOLVED FURTHER THAT this Trust shall sell consolidated shares held in its name, in the market including off market sale, at the best available price in one or more lots. The decision of the Trust as to the timing and method of sale and the price at which such sale has been given effect to in that behalf shall be final and binding on all concerned. The Trust shall hold the net sale proceeds of all such shares after defraying them from all costs,

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charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to fix a Record Date and to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Item No. 2

To consider and pass with or without modification(s), the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority (is), the existing clause V of the Memorandum of Association of the company relating to Capital be replaced by the following paragraph:

“The Authorized share capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Place: Rajkot
Date: 30th January, 2017

By Order of the Board
For Veronica Production Limited
(Formerly known as Jagran Production Limited)

SD/-

Hitesh Rupareliya
(Managing Director)
DIN: 01401610

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NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Extra-Ordinary General Meeting (EGM).
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the EGM is annexed.
4. Members are requested to bring their admission slip along to EGM.
5. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **Purva Sharegistry (India) Private Limited**, Transfer Agent, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Notice of EGM is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a

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- hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
 13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/ Depository Participant(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participant(s) /Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
 14. Members may also note that the Notice of the EGM will also be available on the Company's website www.veronicaproduction.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: shreychemicals@gmail.com.
 15. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
 16. In terms of relevant provisions of **SEBI (LODR) 2015**, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. **S. K. Pandey**, Scrutinizer, Raja Bahadur Building, 1st Floor, 45 Tamarind Lane, M.P. Shetty Marg, Fort, Mumbai – 400001, Tel.: 022-66390257, Fax : 022-66390257, Email: pandeysk2004@yahoo.co.in so as to reach him on or before

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- Monday February 27, 2017 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
17. Members can request for a Ballot Form at **Veronica Production Limited (Formerly known as Jagran Production Limited)**, 130 Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot – 360002, or they may also address their request through E-mail to: shreychemicals@gmail.com Contact No. 02812362500.
 18. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 19. The E-voting period for all items of business contained in this Notice shall commence from Saturday 25th February, 2017 at 9.00 a.m. and will end on Monday 27th February, 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 21st February, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
 20. Mr. **S.K. Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) or failing Ms. **Sajedabanu Patel** or Ms. **Pooja Jobanputra** an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
 21. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
 22. The Results of E-voting shall be declared at the EGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company i.e. www.veronicaproduction.com thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EGM.
 23. Voting through electronic means;
 24. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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25. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
26. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
27. The remote e-voting period commences on 25th February, 2017 (9:00 am) and ends on 27th February, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st February, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
28. The process and manner for remote e-voting are as under:
29. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
30. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
31. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
32. Click on Shareholder - Login
33. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
34. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
35. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
36. Select "EVEN" of "Veronica Production Limited (Formerly known as Jagran Production Limited)".
37. Now you are ready for remote e-voting as Cast Vote page opens.
38. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
39. Upon confirmation, the message "Vote cast successfully" will be displayed.
40. Once you have voted on the resolution, you will not be allowed to modify your vote.
41. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pandeyk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in
42. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
43. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :
44. **EVEN (Remote e-voting Event Number)** **USER ID** **PASSWORD/PIN**
Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.
45. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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46. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
47. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
48. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st February, 2017.
49. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st February, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agent of the Company, i.e. Purva Shareregistry (India) Private Limited.
50. However, if you are already registered with NSDL 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.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
51. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
52. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
53. Mr. **S.K. Pandey**, Practicing Company Secretaries (Membership No. ACS 8546) or failing Ms. **Sajedabanu Patel** or Ms. **Pooja Jobanputra** an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
54. The Chairman shall, at the EGM, at the end of discussion on the of "Ballot Paper" for resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
55. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, 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 result of the voting forthwith.
56. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.veronicaproduction.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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ANNEXURE TO NOTICE - EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2:

The Equity shares of your company are listed and actively traded on the BSE Limited. The average market price of the shares of the Company during last 1 year is way below the face value of the equity shares of the Company & shareholders are incurring heavy costs in trading in the equity shares of the Company. The Board of Directors has proposed to consolidate the equity shares of the Company by which the face value of each share would be Rs. 10 (Rupees Ten). The consolidation of shares is subject to approval of the shareholders and any other statutory and regulatory approvals, as applicable, hence the said resolution is proposed for the consideration and approval from the shareholders of the Company.

Presently, the Authorised Share Capital of your company is Rs. 75,00,00,000/- divided into 750000000 Equity shares of Re. 1/- each. The issued and paid-up capital of the company as on 31st March, 2016 was Rs. 712878930/- divided into 712878930 equity shares of Re. 1/- each. Accordingly, ten equity shares of nominal face value of Re. 1/- (Rupee One) each of the Company existing on the Record Date shall stand consolidated into 1 (One) equity share of nominal value of Rs. 10/- (Rupees Ten) each. The Record Date for the aforesaid consolidation of the equity shares will be fixed by the Board after the approvals of the members. After consolidation the issued and paid-up capital of the Company will be Rs. 71,28,78,930/- (Rupees Seventy One Crore Twenty Eight Lakhs Seventy Eight Thousand Nine Hundred Thirty only) divided into 71287893 (Seven Crore Twelve Lakh Eighty Seven Thousand Eight Hundred Ninety Three only) of Rs. 10/- each. Fractions if any, arising in the process of consolidation, will be transferred to a trust created for this purpose.

The proposed consolidation of equity shares of the Company would require consequential amendments to the existing Clause V of the Memorandum of Association of the company as set out in Item No. 2 of the Notice respectively. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in the Resolution at Item No. 2 and after alteration Authorized capital will be Rs. 75,00,00,000/- divided into 750000000 equity shares of Rs. 10/-.

Accordingly, the Resolutions at Item Nos. 1 to 2 seek approval of the Shareholders for the proposed consolidation of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

The Board of Directors is of the opinion that the aforesaid consolidation of the face value of Equity Shares is in the best interest of the company and the investors and hence recommends passing of the Resolutions at Item Nos. 1 as ordinary Resolution and 2 as Special Resolutions.

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A copy of the existing Memorandum of the company along with the proposed draft amendments is available for inspection by any shareholder at the Registered Office of the company between 11.00 A.M. to 1.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to 27th February, 2017.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 1 and 2 of the notice except to the extent of their shareholding in the company.

Place: Rajkot

Date: 30th January, 2017

By Order of the Board
For Veronica Production Limited
(Formerly known as Jagran Production Limited)

SD/-

Hitesh Rupareliya
(Managing Director)
DIN: 01401610

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ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the Extraordinary General Meeting of Veronica Production Limited (Formerly known as Jagran Production Limited) held at 130 Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot - 360002, on Tuesday 28th February, 2017 at 11.00 A.M.

Name of the Shareholder :

Registered Address of the Shareholder :

Ledger Folio No./CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Member/s/Proxy :

Signature of the Representative :

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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]

CIN :	L22130GJ1990PLC014567		
Name of the Company :	Veronica Production Limited (Formerly known as Jagran Production Limited)		
Registered Office :	Swami Vivekanand Road C/o Roshani Dept. Stores St No. 1, Vaniya vadi main road, Rajkot -360002 Phone No.: 0281-2362500 Email address: Shreyachemical@gmail.com; Website: www.veronicaproduction.com		
Name of the member (s) :			
Registered address :			
E-mail 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 failing him	
2.	Name		
	Address		
	E-mail Id		
	Signature	or failing 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 Extraordinary General Meeting of the Company, to be held on the 28th February, 2017 at 11.00 A.M. at 130 Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot - 360002, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Resolution No.	Resolution
1.	Consolidation of Equity Shares.	2.	Alteration in Memorandum of Association.

Signed this day of 2017.

Signature of shareholder : _____

Affix
Revenue Stamp

Signature of proxy holder (s) : _____

Note: 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.

VERONICA PRODUCTION LIMITED

(Formerly known as Jagran Production Limited)

CIN : L22130GJ1990PLC014567

Swami Vivekanand Road C/o Roshani Dept. Stores St No. 1,

Vaniya vadi main road, Rajkot -360002

Email ID:- shreyachemical@gmail.com Ph No. 02812362500 M- 9427161843

Website:- www.veronicaproduction.com

Ballot Form

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of Company: Veronica Production Limited (Formerly known as Jagran Production Limited)

Registered Office: Swami Vivekanand Road C/o Roshani Dept. Stores St No. 1, Vaniya vadi main road, Rajkot -360002

Ballot Form

- 1 Name of the First Named Shareholder :
(In block letters)
- 2 Name of the Joint Holder(s) if any :
- 3 Registered address of the sole/first named :
Shareholder
- 4 Registered Folio No./ DP No./ Client ID No. :
- 5 Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner::

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
<u>Ordinary Resolution</u>				
1.	To Consolidation of 10 (Ten) Equity share of Re. 1/- each into 1 (one) Equity share of Rs. 10/- each.			
<u>Special Resolution</u>				
2.	To Alteration of Memorandum of Association			

Place:

Date:

Signature of the Shareholder

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by remote e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Ballot Forms by the Scrutinizer is 27th February, 2017

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INSTRUCTIONS

1. General Instructions:

- a. There will be one Poling Form/remote e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Poling Form or through remote e-voting. If a member has opted for Physical Poling, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical Ballot Form/ Poling, and remote e-voting, then vote cast through remote e-voting shall prevail and vote cast through Physical Ballot form/Poling shall be considered as invalid.
- c. Voting in the Poling/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Poling/remote e-voting shall be final and binding.

2. Instructions for voting physically by Ballot Form/ Poling Form:

- a. A member desirous of exercising his/her Vote by Ballot Form/Poling may complete this Ballot Form/Poling Form and send it to the Scrutinizer, Mr. S.K.Pandey, a Practicing Company Secretary, at Raja Bahadur Building, 1st Floor 45 Tamarind Lane, M.P.Shetty Marg, Fort, Mumbai – 400 001, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing Ballot Form/Poling, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form/Poling Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Poling Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Poling Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Monday, 27th February, 2017. All Poling Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Poling Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Poling Form. They are also requested not to write anything in the Poling Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the EGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for Remote E-Voting:

- l. In case of members receiving the Poling Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.
- m. If you are already registered with NSDL for remote e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, remote e-voting user manual for shareholders available at the Downloads section on NSDL remote e-voting website: www.evoting.nsdl.com can also send your queries/ grievances relating to remote e-voting to the e-mail ID:- evoting@nsdl.co.in.
- o. The period for remote e-voting starts on Saturday, 25th February, 2017 at 9.00 a.m. and ends on Monday, 27th February, 2017 at 5.00 p.m.