VERA SYNTHETIC LIMITED
UL-27, Pattani Plaza Complex, Devubaug, Bhavnagar-364 002. (GUJARAT) INDIA

31st October, 2018

To,
Manager - Listing Department,
National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block,
BandraKurla Complex – Bandra (E)
Mumbai – 400 051

Symbol: VERA

Dear Sir,

Sub: Clarification for Announcement of Outcome of Board Meeting of "VERA SYNTHETIC LIMITED" ("Company") held on Friday, 26th Day of October, 2018 at 10:00 A.M.

This is with regard to captioned subject matter please be clarified for the matter as follows:

1. Information submitted to the exchange was intimated within 24 hours
2. Brief Profile is attached along with outcome of Board meeting
3. Date of appointment will be subject to approval of members in the Extra Ordinary General Meeting to be scheduled on 19th November, 2018 (Copy of Notice for EGM is attached)

You are therefore requested to take this into your official records and oblige.

Thanking You.

Yours Faithfully,
For, VERA SYNTHETIC LIMITED

VERA SYNTHETIC LIMITED BHAVNAGAR

Kruti Shah
COMPANY SECRETARY
Encl:

Notice of EGM

NOTICE

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING ("EGM") of the members of M/s. Vera Synthetic Limited ("the Company") will be held on Monday, the 19th day of November, 2018, at 11:00 A.M., at Office no. UL-27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar – 364002 to transact the following businesses:

SPECIAL BUSINESS:

1. To appoint Statutory Auditor Mr. Nirav Patel and fix their remuneration

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

   "RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. NIRAV PATEL & CO., Chartered Accountant, (Firm Registration No. 134617W) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office for five years from the conclusion of this Extra Ordinary General Meeting till the conclusion of 24th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

   RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

2. Regularize Appointment of Ms. Meera Gajera As Whole Time Director

   To consider and if thought fit, pass with or without modification the following as **Special Resolution**.

   "**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications (s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the consent of the shareholders of the Company, Shri. Meera Gajera(DIN-Applied for DIN), be and is hereby appointed as Whole Time Director of the company for a period of five years effective from 19/11/2018, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is place before the meeting, and the Board of Directors be and is hereby authorised to alter and very such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Shri. Meera Gajera.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act,2013.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS OF
VERA SYNTHETIC LIMITED
SD/-

Place: Bhavnagar
Date: 28th October, 2018

Sunil Makwana
Chairman

NOTES:

1. It is hereby informed that Mr. Nagin D. Makwana having DIN- 01833956 has resigned from the office of whole time director

2. The Board places on record its appreciation for the assistance and guidance provided by Shri Nagin D. Makwana during his tenure as a whole time director of the company.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) WHO ARE HOLDING, IN THE AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

4. ATTENDANCE SLIP AND PROXY FORM OF THE MEETING ARE ANNEXED HERETO AS **ANNEXURE A & B**

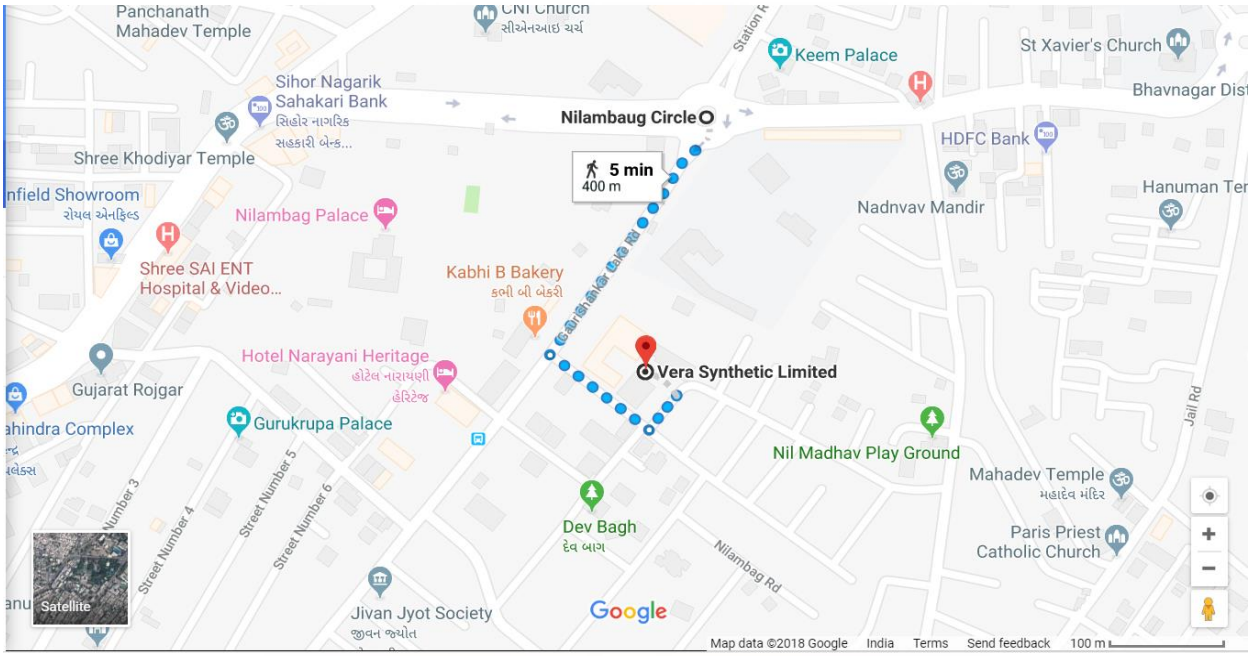
5. The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours (48 hours) before the scheduled time of the meeting.

6. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.

7. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs

(MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under section 136 of the Companies Act, 2013. The Notice of EGM will also be displayed on the website (www.sujlonropes.com) of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants.

8. The prominent Land mark near Pattani Plaza is Nilambaug Circle and the Venue of EGM is as follows:



ANNEXURE TO THE NOTICE DATED 28th October, 2018

BY ORDER OF THE BOARD OF DIRECTORS OF
VERA SYNTHETIC LIMITED
SD/-

Place: Bhavnagar
Date: 28th October, 2018

Sunil Makwana
Chairman

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting

Item No. 2

Shri.Meera Gajera(DIN-Applied for DIN) is proposed to be appointed for a period of Five years effective from 19.11.2018 as a Whole Time Director according to the provision of sections 196,197,203 and other applicable provisions of the Company's Act, 2013 and the rules made thereunder (including any modifications (s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013

The Material terms of appointment and remuneration payable to Whole Time Director, upon receipt of approval of the members are as follows:

1.0	Period of appointment	: Five years effective from 19.11.2018 to 18.11.2023	
2.0	Nature of Duties	: As assigned by the Board of Directors from time to time.	
2.1	Title	: Whole Time Director	
3.0	Remuneration	: a)	Rs. 4,00,000/- per month
		b)	Scale 4,00,000 – 40000- 5,60,000
		c)	Next Increment due on 26.10.2019

The Board of Directors recommends the **SPECIAL RESOLUTION** your approval. Shri. Meera Gajera is interested and concerned in the above resolution as it relates to her appointment as Whole Time Director.

None of the other Directors present is interested in the above resolution.

This Explanatory statement is and should be treated as an abstract of the agreement under the section as applicable of the Companies Act, 2013, to be entered into between the Company and the Whole Time Director, Ms. Meera Gajera.

ANNEXURE-A

ATTENDANCE SLIP

CIN: L17110GJ2000PLC037369
Name of the company: VERA SYNTHETIC LIMITED
Registered office: Office No. UL 27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar-364002, Gujarat, India

Venue of the meeting: Registered Office: Vera Synthetic Limited, Office No. UL-27 Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar Gujarat-364002 India

Day, Date & Time: Monday, November 19, 2018 AT 11:00 A.M.

Full name of the member attending: _____

Client ID No.: _____

Number of shares held: _____

Name of Proxy: _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the VERA SYNTHETIC LIMITED (Formerly Known as Vera Synthetic Pvt. Ltd.), at its registered office, Office No. UL 27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar-364002, Gujarat, India on 29th September 2018.

(Member's /Proxy's Signature)

Note: Please fill attendance slip and hand it over at the entrance of the meeting venue.

ANNEXURE-B

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: L17110GJ2000PLC037369

Name of the company: VERA SYNTHETIC LIMITED

Registered office: Office No. UL 27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar-364002, Gujarat, India

Name of the member(s): _____

Registered address: _____

E-mail Id: _____

Folio No: _____

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint

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 Annual General Meeting of the Company to be held on 19th, October 2018 at 11:00 A.M at Office No. UL 27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar-364002, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Special Business	For	Against
1	To appoint Statutory Auditor Mr. Nirav Patel and fix their remuneration		
2	Regularize Appointment of Ms. Meera Gajera As Whole Time Director		

Signed this .....Day of 2018

Signature of shareholder .....

Signature of proxy holder(s) .....

Affix Revenue Stamp

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.