



VERA SYNTHETIC LIMITED

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

27TH July, 2024

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

Symbol: VERA

Dear Sir/Madam,

Sub: Notice of 25th AGM pursuant to Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are enclosing herewith the copy of the Notice of 25th Annual General Meeting scheduled to be held on Tuesday, the 20th August, 2024 at 11:00 AM at the Registered office of the Company at Office no. UL-27, Pattani Plaza Complex Devubaug, Dairy Road, Bhavnagar-364002 Gujarat India.

The company is in the process of dispatching the Notice of 25th AGM through electronic mode along with Annual Report to the members of the Company. This is in line with the provisions of the Companies Act, 2013 and rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 along with circular ref. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 issued by SEBI

This 25th AGM will be the 7th post listing AGM and its Annual Report will be submitted to the Stock Exchange in due course as required by regulation 34 of the SEBI (LODR) Regulation, 2015.

This is in compliance with Regulation 30 read with PART A of Schedule III of the SEBI (LODR) Regulations, 2015

Kindly take the same on your record and display the same on the website of your Stock exchange.

Yours Faithfully,

For, VERA SYNTHETIC LIMITED

Kruti
Nitinbhai
Shah

Digitally signed by
Kruti Nitinbhai
Shah
Date: 2024.07.27
09:10:55 +05'30'



Kruti Shah

COMPANY SECRETARY

Encl:

1) Notice of the 25th AGM

FORMERLY KNOWN AS VERA SYNTHETIC PVT. LTD.

CIN: L17110GJ2000PLC037369

Phone No. : 0278 2525434, Fax: 91-278-2883029, Email : info@sujlonropes.com

Web: www.sujlonropes.com

NOTICE

NOTICE is hereby given that the 25th ANNUAL GENERAL MEETING (“25th AGM”) and post listing 7th AGM of the members of M/s. Vera Synthetic Limited (“the Company”) will be held on Tuesday, the 20th day of August, 2024, at 11:00 A.M., at Office no. UL-27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar – 364002 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss and Cash flow statement for the year ended on that date together with Directors’ and the Auditors’ Report thereon.
2. To appoint a Director in place of Mr. Devjibhai Premjibhai Makwana (DIN: 00359412), who retires by rotation and being eligible, offers herself for re-appointment.
3. Ratification of appointment of M/s. NIRAV PATEL & CO., Chartered Accountant, (Firm Registration No. 134617W), as Statutory Auditors of the Company.

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF SHRI. SUNIL D. MAKWANA AS MANAGING DIRECTOR (CHAIRMAN)

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. Sunil Devjibhai Makwana (DIN: 00245683), be and is hereby appointed as Managing Director of the company with title “CHAIRMAN” for next five years effective from 20/08/2024, 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 placed before the meeting.”

“RESOLVED THAT subject to approval of shareholders in a General meeting, pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for the

remuneration of Mr. Sunil Makwana [DIN:00245683], Managing Director and Chairman of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

The terms of remuneration payable to Managing Director, upon receipt of approval of the members are as follows:

Remuneration	a) Basic Salary: Rs.10,00,000/- per month w.e.f. SEPTEMBER 01, 2024
	b) Scale 10,00,000 – 100000- 15,00,000
	c) Sales Commission: 0.75% of gross sales for each financial year of the Company w.e.f. financial year 2024-25.
	d) Next Increment due on 01.09.2025

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.”

2. Re- Appointment of Mrs. Meera Sunil Makwana 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 there under (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, Mrs. Meera Sunil Makwana (DIN-08277500), be and is hereby appointed as Whole Time Director of the company for next five years effective from 20/08/2024, 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 vary 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 Mrs. Meera Sunil Makwana.

“RESOLVED FURTHER THAT subject to approval of shareholders in a General meeting, pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and

Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for the remuneration of Mrs. Meera Sunil Makwana [DIN: 08277500], Whole time Director and Chairman of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

The terms of remuneration payable to Whole time Director, upon receipt of approval of the members are as follows:

Remuneration	a) Basic Salary: Rs.7,50,000/- per month w.e.f. SEPTEMBER 01, 2024
	b) Scale 7,50,000 – 50000- 10,00,000
	c) Next Increment due on 01.09.2024

“RESOLVED FURTHER THAT in line with to the resolution passed for appointment and deciding the terms of appointment of Mrs. Meera Sunil Makwana, Whole time Director being executive directors of the company, the term of holding office for executive director is hereby held liable to retire by rotation.”

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**

Place: Bhavnagar
Date: 22nd July, 2024

Sunil Makwana
Chairman

NOTES:

1. 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.

2. ATTENDANCE SLIP AND PROXY FORM OF THE MEETING ARE ANNEXED HERETO AS **ANNEXURE A & B**
3. 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.
4. The Register of Members and Share Transfer Books shall remain closed from Tuesday, 13th August, 2024 to Tuesday, 20th August, 2024 (Both days Inclusive).
5. Please bring copy of the Annual Report at the Annual General Meeting of the Company.
6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.
8. 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.
9. 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 AGM and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. 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.

10. Procedure for obtaining the Annual Report, AGM Notice and Annual Report by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:

Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the “Green Initiative” announced by the Government of India read with Applicable Circulars, the Company is sending the Annual Report and Notice of the AGM only in electronic form to the registered email addresses of the Members. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

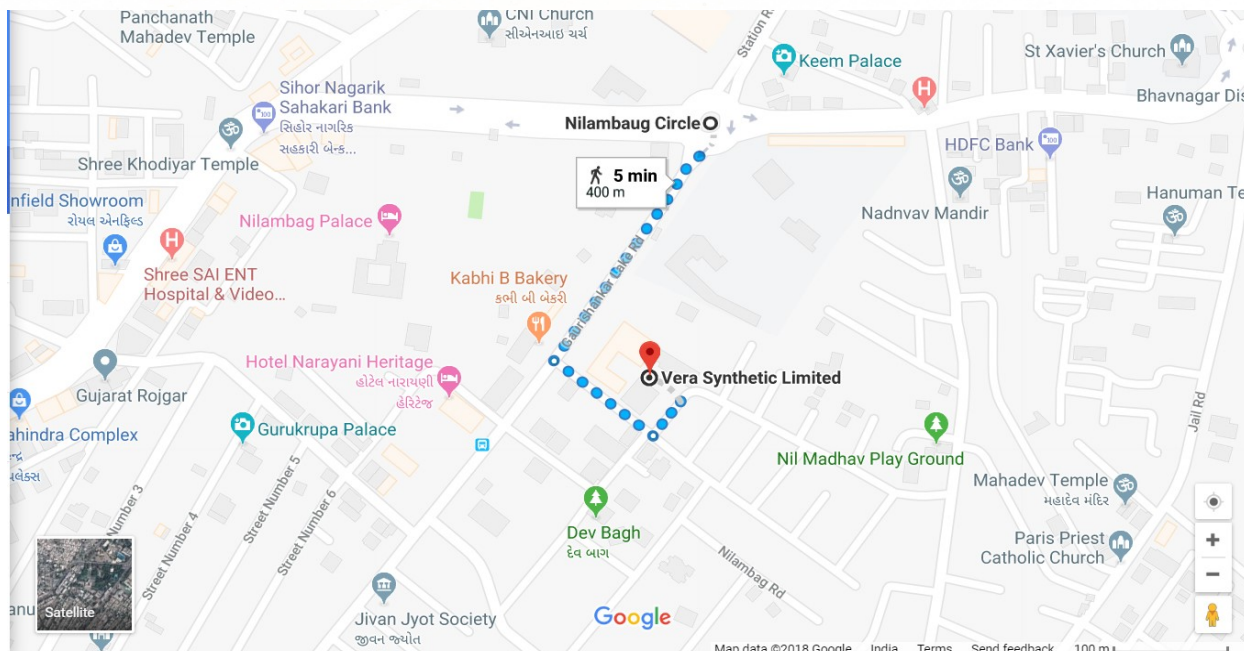
(i) Those Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/update their details with their respective Depository Participant(s) for shares held in electronic form.

(ii) Members who have not registered their email address as a consequence of which the Annual Report and Notice of AGM could not be serviced, may temporarily get their email address and mobile number updated with the Company’s compliance department. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice. Members may however note that this is a temporary registration and the Company urges all Members to get their email address and mobile number registered with their respective Depository Participant(s).

(iii) Alternatively a Member may send an email request at the email id cs@sujlonropes.com along with scanned copy of the signed request letter providing the email address, mobile number, self attested PAN copy and Client Master copy for electronic folios for sending the Annual report and Notice of AGM instructions by email.

(iv) Members only desiring to download the Annual Report and Notice of the AGM may visit the website of the Company <https://www.sujlonropes.com/> or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www1.nseindia.com/merge/>

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



ANNEXURE TO THE NOTICE DATED 22nd July, 2024

DETAILS OF DIRECTOR RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT

Name of Director	Devjibhai P. Makwana
Date of Birth	06.02.1954
Qualifications	Secondary Education Till 8 th Standard
Directorship in other Companies/Partnership Firms	SURAJ FILAMENTS PRIVATE LIMITED Variofil Industries Infinix Nets LLP Jagannath Polymers
Shareholding in the Company as at 31.03.2024	2,00,000

BY ORDER OF THE BOARD OF DIRECTORS OF
VERA SYNTHETIC LIMITED

Place: Bhavnagar
Date: 22nd July, 2024

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 Annual General Meeting

Item No. 1

Shri. Sunil Devjibhai Makwana is proposed to be appointed for next Five years effective from 20.08.2024 as Managing Director with title “Chairman” 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 Managing Director, upon receipt of approval of the members are as follows:

- 1.0 Period of appointment : Five years effective from 20.08.2024 to 19.08.2029
- 2.0 Nature of Duties : As assigned by the Board of Directors from time to time.
- 2.1 Title : Chairman cum Managing Director

Shri. Sunil D. Makwana (DIN:00245683) has served this organization w.e.f. 10th October, 2017. Under his managing directorship company’s Sales has been boosted and production is increased. There is remarkable change in the financial progress recorded. Nomination and remuneration Committee has reviewed the performance of Mr. Sunil Makwana and has approved the remuneration as follows. Audit committee has also considered the same 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:

Remuneration	a) Basic Salary: Rs.10,00,000/- per month w.e.f. SEPTEMBER 01, 2024
	b) Scale 10,00,000 – 100000- 15,00,000
	c) Sales Commission: 0.75% of gross sales for each financial year of the Company w.e.f. financial year 2024-25.
	d) Next Increment due on 01.09.2025

The Board of Directors recommends the SPECIAL RESOLUTION your approval. Except Mr. Sunil Makwana, Meera Gajera and Devjibhai P. Makwana none of the other Directors present be interested in the above resolution.

This Explanatory statement is and should be treated as an addition of the agreement under the section as applicable of the Companies Act, 2013, which has been entered into between the Company and the Managing Director, as on 20th August, 2024

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 Managing Director, Shri. Sunil Devjibhai Makwana.

The Board of Directors recommends the **SPECIAL RESOLUTION** your approval. Shri. Sunil Devjibhai Makwana is interested and concerned in the above resolution as it relates to his appointment as Managing Director.

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

Item No. 2

Mrs. Meera Sunila Makwana is proposed to be appointed for next Five years effective from 20.08.2024 as 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 Managing Director, upon receipt of approval of the members are as follows:

- 1.0 Period of appointment : Five years effective from 20.08.2024 to 19.08.2029
- 2.0 Nature of Duties : As assigned by the Board of Directors from time to time.
- 2.1 Title : Whole Time Director Director

Mrs. Meera Sunil Makwana (DIN:08277500) has been serving as a whole time Director w.e.f. 26th October, 2018 Under her whole time directorship company's administration has been smoothen. There is remarkable change in the financial progress recorded. Nomination and remuneration Committee has reviewed the performance of Mrs. Meera Sunil Makwana and has approved the remuneration. Audit committee has also considered the same 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:

Remuneration	a) Basic Salary: Rs.7,50,000/- per month w.e.f. SEPTEMBER 01, 2024
	b) Scale 7,50,000 – 50000- 10,00,000
	c) Next Increment due on 01.09.2025

The Board of Directors recommends the SPECIAL RESOLUTION your approval. Except Mr. Sunil Makwana, Mrs. Meera Sunil Makwana and Devjibhai P. Makwana none of the other Directors present be interested in the above resolution.

This Explanatory statement is and should be treated as an addition of the agreement under the section as applicable of the Companies Act, 2013, which has been entered into between the Company and the whole time Director, as on 20th August, 2024



VERA SYNTHETIC LIMITED

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

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: Tuesday, 20th August, 2024 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 25th Annual 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 20th August, 2024.

(Member's /Proxy's Signature)

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



VERA SYNTHETIC LIMITED

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

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 20th August, 2024 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.	Ordinary Business	For	Against
1	To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2024 and the Statement of Profit and Loss and Cash flow statement for the year ended on that date together with Directors' and the Auditors' Report thereon.		
2	To appoint a Director in place of Mr. Devjibhai Premjibhai Makwana (DIN: 00359412), who retires by rotation and being eligible, offers herself for re-appointment.		
3	Ratification of appointment of M/s. NIRAV PATEL & CO., Chartered Accountant, (Firm Registration No. 134617W), as Statutory Auditors of the Company.		
Sr. No.	Special Business		
4	RE-APPOINTMENT OF SHRI. SUNIL D. MAKWANA AS MANAGING		



VERA SYNTHETIC LIMITED

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

	DIRECTOR (CHAIRMAN)		
5	Re- Appointment of Mrs. Meera Sunil Makwana As Whole Time Director		

Signed this Day of 2024

Affix
Revenue
Stamp

Signature of shareholder

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.