



VERA SYNTHETIC LIMITED

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

30th September, 2025

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: Minutes of 26th ANNUAL GENERAL MEETING CONVENED ON 30th September, 2025

We are enclosing herewith copy of the Minutes of the 26th Annual General Meeting of the Company held on Tuesday, 30th September, 2025.

This is in compliance with the Regulation 30 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly find the same in order and acknowledge receipt of the same.

Thanking you. Yours faithfully,

For, Vera Synthetic Limited



Kruti Shah
Company Secretary

M. No: A51164

Encl:

1. Minutes
2. Declaration of results of Voting by Show of hands

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



VERA SYNTHETIC LIMITED

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

VERA SYNTHETIC LIMITED

(CIN: L17110GJ2000PLC037369)

Reg.off: Office No.UL-27, Pattani Plaza, Devubaug, Dairy Road, Bhavnagar,
Gujarat -364002- IN

Tel:0278-2525434,

website: www.sujlonropes.com

Email id: cs@sujlonropes.com

MINUTES OF THE 26th ANNUAL GENERAL MEETING

THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, THE 30TH SEPTEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. UL-27, PATTANI PLAZA, DEVUBAUG, DAIRY ROAD, BHAVNAGAR, GUJARAT-364002, AT 11:00 AM AND CONCLUDED AT 2:00 P.M.

The following Directors of the Company were present in the meeting:

- | | |
|-----------------------------|----------------------------------|
| 1. Mr. Sunil D. Makwana | : Chairman and Managing Director |
| 2. Mrs. Meera S. Makwana | : Whole Time Director |
| 3. Mr. Devjibhai P. Makwana | : Director |
| 4. Mr. Dinesh Manilal Patel | : Independent Director |
| 5. Mr. Ravi B. Adhiya | : Independent Director |
| 6. Mrs. Bansari P. Shah | : Independent Director |

In Attendance:

- | | |
|------------------------|---------------------------|
| 1. Mr. Bhavik B. Mehta | : Chief Financial Officer |
| 2. Ms. Kruti N. Shah | : Company Secretary |

Invitee:

- | | |
|---------------------|-----------------------|
| 1. Mr. Nirav Patel | : Statutory Auditor |
| 2. Mr. Javed Virani | : Secretarial Auditor |

MEMBERS PRESENT:

Total 13 (Fourteen) members were present throughout the meeting that constituted valid quorum.

Proxy:

The Chairman announced that there was no proxy request received from any shareholder.

CHAIRMAN:

Mr. Sunil D. Makwana, Chairman and Managing Director, was elected as the Chairman of 26th Annual General Meeting of the Company to lead the meeting. Further he declared meeting has been in order.

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Chairman welcomed the members present at the meeting and introduces all the dignitaries present on the dais.

❖ Annual Report:

Copies of Annual Report along with Notice of 26th AGM were sent to the members who have registered their mail ID with the Company/Depository Participants (DPs)/ Registrar and Share Transfer Agent (RTA). Members whose email IDs were not registered with Company/DPs/RTA were not sent physical copies of AGM Notice and Annual Report with respect to relaxation provided by SEBI circular reference SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023. The Notice of the AGM along with the Annual Report FY 2023-24 has been sent through electronic mode to all the members whose email addresses are registered with the company/Depositories. The same has been available on the Company's website at <https://www.sujlonropes.com/> The notice was also accessible from the website of stock exchange i.e. National Stock Exchange of India Limited at www.nseindia.com

❖ Register of Director(s) & KMPs, Their shareholding and Statutory Auditor's Report:

The Chairman announced that pursuant to Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMPs, their shareholding and Statutory Auditors' report were open during the continuance of the meeting for inspection to the members.

❖ Notice of the Meeting:

The Chairman instructed Ms. Kruti Shah to read the Notice dated 8TH September, 2025 in connection with convening of 26th Annual General Meeting held on 30th September, 2025

Ms. Kruti Shah, with the permission of the Members present in the meeting took notice dated 8th September, 2025 as read.

❖ Statutory Auditors' Report

The Chairman instructed Mr. Bhavik Mehta, Chief Financial officer to read Statutory Auditor's Report to the Shareholders of the Company for the year ended on 31st March, 2025 and the same, with the permission of the Members present in the meeting took Auditors' Report dated 20th May, 2025 as read. This report does not contain any qualification, observation or disclaimer.

Chairman's Speech:

The Chairman informed the members about the business progress of the Company and then invited queries, if any, from the member's present at the Meeting. One of the member present asked query on the share price, which was replied satisfactorily.



Ordinary Business:

Item No. 1

ADOPTION OF DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2024-25

The Chairman placed before the meeting the Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 including reports of the Directors and Auditors there on for the consideration and adoption of the same in the meeting by the Members of the Company and moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the company for financial Year ended on 31st March, 2025 inclusive of Directors' and Auditors' Reports thereon which have already been circulated to the Members and laid before this meeting be and are hereby approved and adopted.”

The aforesaid resolution was proposed by the Chairman and seconded by Mr. Chetan Makwana.

The Chairman put the above resolution to vote and on show of hands by the members, the said resolution was declared by the Chairman of the meeting as passed as an Ordinary Resolution.

Item No. 2

To re appoint a Director in place of Mr. Sunil Devjibhai Makwana (DIN: 00245683), who retires by rotation and being eligible, offers herself for re-appointment

The Chairman informed that Mr. Sunil Devjibhai Makwana (DIN: 00245683) retires by rotation from the office of the executive Director at this 26th Annual General Meeting and that she being eligible has offered herself for reappointment as a Managing Director of the Company.

Mr. Devjibhai P. Makwana proposed and Mrs. Sheeba Makwana seconded the proposal that following resolution for reappointment of Mr. Sunil Devjibhai Makwana (DIN: 00245683) as a Director of the company, be passed as an Ordinary resolution:

“RESOLVED THAT the retiring Director Mr. Sunil Devjibhai Makwana (DIN: 00245683) pursuant to Section 152(6) of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company, held liable to retire by rotation.”

The Chairman put the above resolution to vote and on show of hands by the members, the said resolution was declared by the Chairman of the meeting as passed as an Ordinary Resolution.



Item No. 3

Appointment of M/s RAJ SHAH AND COMPANY, Chartered Accountants (FRN: 141020W), Ahmedabad as a Statutory Auditor of the Company for five years.

The Chairman informed that Financial Year 2024-25 has been completed by concluding 26th AGM. Statutory auditor's M/s Nirav Patel & Co., Chartered Accountant, (FRN-134617W) has resigned due to pre-occupation in other assignments and merging with another associate firm. Chairman informed that subject to approval of shareholders **M/s RAJ SHAH AND COMPANY, Chartered Accountants (FRN: 141020W)** be appointed as a statutory auditor of the company for five years

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for the appointment of **M/s. RAJ SHAH AND COMPANY, Chartered Accountants (Firm Registration No. 141020W)** as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Nirav Patel & Co., Chartered Accountants (Firm Registration No. 134617W).

RESOLVED FURTHER THAT M/s. RAJ SHAH AND COMPANY, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting which shall be held in financial year 2030-31, on such terms of appointment, including remuneration, and to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

Item No. 4

Re-Appointment of Mrs. Bansari P. Shah as an Independent Director for five years

The Chairman Sunil Makwana informed that Mrs. Bansari P. Shah has completed her first appointment tenure. Her presence has been the reason for growth of an organization.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination &

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Remuneration Committee and the Board of Directors, Mrs. Bansari P. Shah (DIN-08695482), who holds office of Independent Director up to 26th Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mrs. Shah's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 26st Annual General Meeting upto 31st Annual General Meeting."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 5

Appointment of Mr. Bharatbhai L. Gadhavi as an Independent Director

Mr. Dinesh M. Patel and Mr. Ravi B. Adhiya were re-appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 21st Annual General Meeting dated 3rd November, 2020 for five years being 2nd "consecutive term" as per the explanation to Section 149(10) and 149(11) of the Act.). On completion of their second term other independent directors' appointment is recommended by Nomination and Remuneration Committee.

The Company has been recommended by the Nomination and Remuneration committee for propose the candidature of Mr. Bharatbhai L Gadhavi (DIN: 09360410) and Mr. Ashish Somani for the office of Independent Director of the Company. Vacancy is caused due to completion of second consecutive term of Mr. Dinesh M. Patel and Mr. Ravi B. Adhiya

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. BHARATBHAI LABHUBHAI GADHAVI (DIN- 09360410), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements)



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Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Gadhavi's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 30th September, 2025 upto 30th September, 2031."

Item No. 06

Appointment of Mr. Ashish Somani as an independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ashish Somani (DIN-Applied), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Somani's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 30th September, 2025 upto 30th September, 2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Vote of Thanks:

Mr. Sunil Makwana, Managing Director proposed a vote of thanks to the Chair and then the Chairman declared meeting as concluded at 2:00 P.M.

The Chairman thanked members for their active participation.



Date: 30th September, 2025

Place: Bhavnagar

Chairman

Sunil D. Makwana

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30th September, 2025

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: Declaration of results of voting by show of hands in respect of 26th ANNUAL GENERAL MEETING CONVENED ON 30th September, 2025

In terms of Section 107 of the Companies Act, 2013 and Regulation 44 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders of M/s Vera Synthetic Limited had passed the following resolutions by show of hands at the 26th Annual General Meeting of the Company held on Tuesday, the 30th September, 2025 as under:

Based on the Minutes of the 26th Annual General Meeting Dated 30th September, 2025, following 6 (Six) agenda have been duly passed with requisite majority at the AGM:

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, 2025 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.	100	Nil
2	To appoint a Director in place of Mr. Sunil Devjibhai Makwana (DIN: 00245683), who retires by rotation and being eligible, offers herself for re-appointment.	100	Nil
3	Appointment of M/s RAJ SHAH AND COMPANY, Chartered Accountants (FRN: 141020W), Ahmedabad as a Statutory Auditor of the Company for five years.	100	Nil
Sr. No.	Special Business		
4	Re-Appointment of Mrs. Bansari P. Shah as an Independent Director for five years	100	Nil
5	Appointment of Mr. Bharatbhai L. Gadhavi as an Independent Director for five years	100	Nil

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6	Appointment of Mr. Ashish Somani as an independent Director for five years	100	Nil
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Date: 30th September, 2025

Place: Bhavnagar

For, Vera Synthetic Limited



Kruti Shah

Company Secretary

M. No: A51164

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30th September, 2025

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Exchange Plaza,
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Dear Sir/Madam,

Sub: Submission of Proceedings of the 26th Annual General Meeting convened on 30th September, 2025

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we hereby submit proceedings of 26th annual General meeting of the Company held on 30th day of September, 2025 at 11:00 AM at the registered office of the company at UL-27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar-364002.

Kindly take the aforementioned information on your records.

Thanking you,

For, Vera Synthetic Limited



Kruti Shah
Company Secretary
M. No: A51164

Encl:

1. Summary of Proceedings of 26th AGM

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SUMMARY OF PROCEEDINGS

THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, THE 30TH SEPTEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. UL-27, PATTANI PLAZA, DEVUBAUG, DAIRY ROAD, BHAVNAGAR, GUJARAT-364002, AT 11:00 AM

Mr. Sunil D. Makwana, Chairman & Managing Director, welcomed the members at the 26th AGM of the Company and introduce them to the Directors and Key Managerial Personnel sitting on the dias. The Chairman also introduced Mr. Nirav Patel, representing M/s Nirav Patel & Co., Chartered Accountants, Statutory Auditors of the Company and Mr. Javed Virani representing M/s. J. S. VIRANI & CO., Secretarial Auditor of the Company.

After ascertaining that the requisite quorum was present, the Chairman declared the meeting was in order. The Chairman then informed the members that the register of Directors, KMPs and their shareholding, Directors' Report, Auditors' Report, Proxy Register and other statutory documents were kept open for inspection of members during the meeting.

Further, the Notice of 26th AGM and the reports of Statutory Auditors' was taken as read with the permission of the Members present. There was no qualification, observations or comments in the same.

The Chairman briefed the members about the operations and performance of the Company during the year as well as discussed about performance of expanded projects and undergoing technology up gradation by replacing the old machineries of the Company.

The Chairman also explained the members:

1. As per Sections 107 of the Companies Act, 2013, the members were cast their vote through show of hands at the venue of Annual General Meeting.

The members applauded the performance of the Company and thanked the management for excellent investor servicing and management at the meeting. The Chairman thanked the members for their participation.

The Resolutions passed at 26th Annual General Meeting with majority are as under:

Ordinary Business:

Item No. 1

To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2025 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.



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Item No. 2

To appoint a Director in place of Mr. Sunil Devjibhai Makwana (DIN: 00245683), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 3

Appointment of M/s RAJ SHAH AND COMPANY, Chartered Accountants (FRN: 141020W), Ahmedabad as a Statutory Auditor of the Company for five years.

Item No. 4

Re-Appointment of Mrs. Bansari P. Shah as an Independent Director for five years

Item No. 5

Appointment of Mr. Bharatbhai L. Gadhavi as an Independent Director for five years

Item No. 6

Appointment of Mr. Ashish Somani as an independent Director for five years

VOTE OF THANKS

There being no further business to transact, the meeting was concluded with a vote of thanks to the Chairman.

Date: 30th September, 2025

Place: Bhavnagar



Chairman
Sunil D. Makwana

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