VERA SYNTHETIC LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2018-19

THINK PLASTIC THREAD ENGINEERING…….

THINK VERA SYNTHETIC LIMITED

VERA SYNTHETIC LIMITED

CIN: L17110GJ2000PLC037369

#CONTENT#

Sr. No.	Particulars	Page No.
1	Corporate Information	1
2	Brief profile of Directors and KMPs	2
3	Chairman's Message	5
4	Notice of AGM	6
5	Directors' Report	11
6	Annexure to Directors' Report	24
7	Independent Auditor's Report	48
8	Balance Sheet as on 31st March, 2019	52
9	Statement of Profit & Loss Account	53
10	Cash Flow Statement	54
11	Notes to Financial Statements	55

Sajlon ROPE & FISHING NET

CORPORATE INFORMATION

CIN: L17110GJ2000PLC037369

BOARD OF DIRECTORS

Mr. Sunil D. Makwana- Chairman & Managing Director
Ms. Meera P. Gajera- Whole Time Director
Mr. Devjibhai P. Makwana- Executive Director
Mr. Ravikumar B. Adhiya- Independent Director
Mr. Dineshbhai M. Patel- Independent Director
Mrs. Divyaben H. Mehta- Independent Director

CHIEF FINANCIAL OFFICER

Mr. Bhavik B. Mehta

COMPANY SECRETARY

CS Kruti Shah

STATUTORY AUDITORS

M/s. Nirav Shah & Co,
Chartered Accountants

SECRETARIAL AUDITOR

M/s. J. S. Virani & Company
Company Secretaries

BANKER

STATE BANK OF INDIA (SBIN0060318)

REGISTERED OFFICE:

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

FACTORY

BLOCK NO 171,
PLOT NO 3, B/H SUDDHI
GAS, GHOGHA,
MAMSA, Bhavnagar,
Gujarat, 364110

LISTED ON NSE EMERGE

12th April, 2018

Correspondence Details for Investors

LINK INTIME INDIA PRIVATE LIMITED
Registrar & Transfer Agent
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai- 400 083 India
Tel: 022-49186200
Fax: 022-49186195
Email: verasynthetics.ipo@linkintime.co.in

VERA SYNTHETIC LIMITED
Compliance Officer
Office No. UL-27, Pattani Plaza,
Devubaug, Dairy Road,
Bhavnagar-364002
Gujarat-India
E-mail- cs@sujlonropes.com

Brief profile of our Board of Directors, Key Managerial Personnel:

Mr. Sunil D. Makwana

Mr. Sunil Makwana, aged 32 years, has been re designated as the Chairman and Managing Director of the Company w.e.f October 10, 2017. He holds a Bachelor degree in Commerce from Swami Sahajanand College of Commerce & Management, Bhavnagar affiliated with Bhavnagar University. He is the guiding force behind all the corporate decisions and is responsible for the entire business operations of the Company since his appointment.He looks after the overall business administration and specifically in purchase of raw material.

Ms. Meera P. Gajera

Ms. Meera P. Gajera, aged 32 years, has been re designated as the Whole Time Director of company w.e.f. November 19, 2018. She has completed her Masters in Business Administration from Shri Chimanbhai Patel Institute of Management and Research, Ahmedabad affiliated with Gujarat from University. Her specialization in MBA was in Marketing. Her scope of work includes handling the Administration, Marketing and day to day operations of our company.

Mr. Devjibhai Makwana

Mr. Devjibhai Makwana, aged 65 years, is the Executive Director of company with effect from August 31, 2017. He has completed secondary education till 8th Standard from Secondary Education Board of Gujarat. He is responsible for overall supervision of business. He is having experience of more than 30 years in this plastic engineering field.

Mr. Ravi B. Adhiya

Mr. RavikumarAdhiya, aged 36 years, has been appointed as an Independent Director of company with effect from October 10, 2017. He has completed First year of Bachelor of Arts studies till from Bhavnagar University.

Mr. Dineshbhai Patel

Mr. Dineshbhai Patel, aged 61 years, is Independent Director of company with effect from October 10, 2017. He has completed his graduation in Textile Engineering till second year from Maharaja Sayajirao University of Bhavnagar. He has experience of 30 years in Fishing Industry.

Mrs. Divyaben Mehta

Mrs. Divyaben Mehta, aged 55 years, has been appointed as an Independent Director of company w.e.f October 10, 2017. She has completed her Post Graduation in Commerce from Sardar Vallabhbhai Patel College, Ahmedabad affiliated with Gujarat University.

Mr. Bhavik Mehta

Mr. Bhavik Mehta, aged 25 years, is Chief Financial Officer of the company with effect from September 27, 2017. He has completed Bachelor in Commerce from M.J. College of Commerce, Bhavnagar affiliated to Maharaja Krishnakumarsinhji Bhavnagar University Further he completedhis Masters in Commerce from Maharaja Krishnakumarsinhji Bhavnagar University. He is responsible for handling the financial operations of the company.

Ms. Kruti Shah

Ms. Kruti Shah, aged 26 years, is Company Secretary and Compliance Officer of the company with effect from September 27, 2017. She has completed Bachelor in Commerce from M.J. College of Commerce, Bhavnagar affiliated to Maharaja Krishnakumarsinhji Bhavnagar University. Further she completed her Masters in Commerce from Maharaja Krishnakumarsinhji Bhavnagar University. She is qualified Company Secretary by profession and is an associate member of the Institute of Company Secretaries of India. She is entrusted with the responsibility of handling corporate secretarial functions of our company.

Sajlon
ROPE & FISHING NET

MESSAGE FROM THE CHAIRMAN

Greetings from VERA!

I am delighted to once again be a bearer of good news and report another year of good performance at your company.

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- Any increase in Indian interest rates or inflation;
- Any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India;
- Prevailing income conditions among Indian consumers and Indian corporations;

Our people strategy has always been to recruit and retain people with leadershipqualities. We invest in our people and believe they are one of the major reasons for oursuccess. We believe that growth of our people precedes the growth of the company. Wepromote leadership within our ranks by offering people greater responsibility with thefreedom to perform to their best.

Our growth story, to my mind has been largely due to our Unique Business model as well asour striving excellence. We have great vision and power of innovation in the field of fishing Net, Agriculture Net, Ropes, Twines, Yarn and Taps. We draw our strength and quality from the art manufacturing facilities. Also the latest imported machinery from China for manufacturing of Fishing and Agricutural Net.

During the year, your Company have significantly poured efforts and as result the Operational Income of the Company has been increased to Rs. 342,042,910.00 compared to Rs. 222,511,077.00 in the previous year.

I would also like to declare that our desire for future expansions through increasedproduction by new Machinery and to improve the depth of our business to provide the desiredgrowth strategy still prevails and we are constantly surveying the horizon in this regard.

I would like to conclude with a sense of confidence and strong optimism that we are strivingand will continue to strive for a sustained and enduring growth across our various product mix.

I take this opportunity to express my sincere thanks to all the shareholders for their continuedtrust in the Board of Directors and the Management of the Company. On behalf of the Company, I would also like to thank all our stakeholders - customers, dealers, suppliers, other business associates the Government and regulatory agencies and employees for their

invaluable support and co-operation in the year gone by and expect similar support in the years to come.

Thank you.

SD/-

Sunil Makwana

(DIN:00245683)

Chairman & Managing Director

NOTICE

NOTICE is hereby given that the 20th ANNUAL GENERAL MEETING("20th AGM") and post listing 2nd AGM of the members of M/s. Vera Synthetic Limited("the Company") will be held on Monday, the 30th day of September, 2019, 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, 2018 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. Sunil Devjibhai Makwana (DIN: 00245683), who retires by rotation and being eligible, offers himself 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:

4. Revision in the remuneration of Mr. Sunil Makwana (DIN: 00245683), Managing Director and Chairman of the Company.

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

"**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 revision in 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 Material revision terms of remuneration payable to Managing Director, upon receipt of approval of the members are as follows:

Remuneration	a)	Basic Salary: Rs.5,00,000/- per month w.e.f. October 01, 2019
	b)	Scale 5,00,000 – 100000- 10,00,000

	c) Sales Commission: 0.75% of gross sales for each financial year of the Company w.e.f. financial year 2018-19.
	d) Next Increment due on 30.09.2020

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: 6th September, 2019

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 23rd September, 2019 to 30th September, 2019 (both days inclusive).

5. Please bring copy of the Annual Report at the Annual General Meeting of the Company.

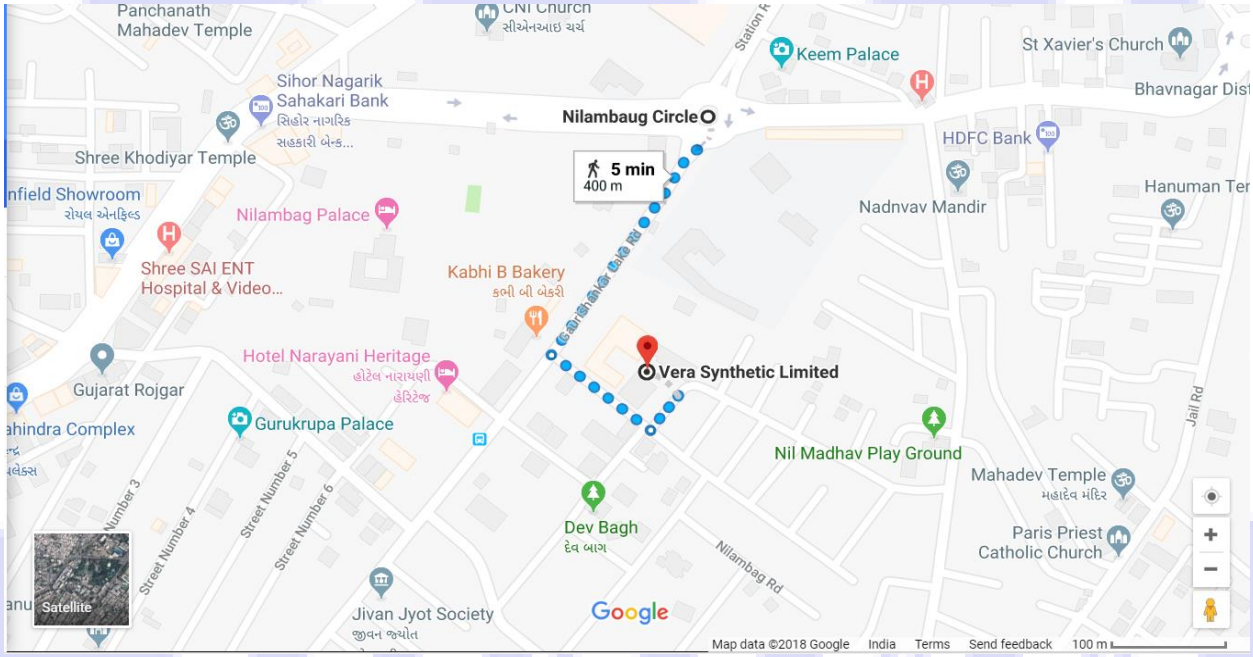
6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

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



ANNEXURE TO THE NOTICE DATED 6th September, 2019

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

Name of Director	Sunil Devjibhai Makwana
Date of Birth	26.04.1986
Qualifications	B.Com, Bhavnagar University
Directorship in other Companies/ Partnership Firms	SURAJ FILAMENTS PRIVATE LIMITED SURESH SHIP BREAKING PRIVATE LIMITED NIL
Shareholding in the Company as at 31.03.2019	8,21,036

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

Place: Bhavnagar
Date: 6th September, 2019

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. 4

Shri. Sunil D. Makwana (DIN:00245683) has been appointed as a Managing Director w.e.f. 10th October, 2017 Under his managing directorship company's Sales has been boosted from 98,158,338 to 340,358,436 and profit from 12482709 to 28822560. There is remarkable change in the financial progress recorded. Nomination and remuneration Committee has reviewed the performance of Mr. Sunil Makwana and has approved revision in 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.5,00,000/- per month w.e.f. October 01, 2019
	b) Scale 5,00,000 – 100000- 10,00,000
	c) Sales Commission: 0.75% of gross sales for each financial year of the Company w.e.f. financial year 2018-19.
	d) Next Increment due on 30.09.2020

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 10th October, 2017

Sajan
ROPE & FISHING NET

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, September 30, 2019 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 20th 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 30th September 2019.

(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 30th, September 2019 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 Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and Auditors thereon and this regard, pass the resolution as an Ordinary resolution.		
2	To appoint Mr. Sunil D. Makwana (DIN:00245683) Managing Director of the Company, who retire by rotation and being eligible, offer himself for re-appointment as a director and this regard, pass the resolution as an Ordinary resolution		
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	For	Against
4	Revision in the remuneration of Mr. Sunil Makwana (DIN: 00245683), Managing Director and Chairman of the Company.		

Signed this .....Day of 2019

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.

DIRECTORS' REPORT

To,
The Shareholders
VERA SYNTHETIC LIMITED
(Earstwhile known as Vera Synthetic Pvt. Ltd.)

Your Directors have pleasure in presenting the 19th Annual Report on the business and operationsof the Company and the Audited Accounts for the Financial Year ended 31st March 2019.

1. *SUMMARY OF FINANCIAL RESULTS:*

Particulars	Current Year 2018-19	Previous Year 2017-18
Total Revenue from operations	342,042,910	223,540,344
Total Expenditure	322,360,551	208,160,081
Profit / (Loss) Before Tax	19,682,359	15,380,264
Provision for Taxation (1) Current Tax (2) Deferred Tax (3) Income-tax adj. of earlier years	 5,515,104 86,145 74480	 4,546,580 187,144 93,828
Profit / (Loss) after Tax	14,006,630	10,552,712
Earning Per Equity Share: (1) Basic (2) Diluted	 2.84 2.84	 2.93 2.93

The Operational Income of the Company has been increased to Rs 342,042,910.00/- compared to Rs 223,540,344.00/- in the previous year. Total Revenue has been increased from Rs. 223,540,344.00/- to Rs. 342,042,910.00/- Total expenditure has been increased from Rs. 208,160,081.00/- to Rs. 322,360,551.00/- Profit has been significantly increased from Rs.10,552,712.00/- to Rs. 14,006,630.00/- This year your company has performed remarkable profit compared to previous year.

2. *DIVIDEND:*

With a view to finance expansion from internal accrual for the growth of the Company, thedirectors do not recommend any dividend for the year ended March 31, 2019.

3. *OPERATIONAL HIGHLIGHTS AND PROSPECTS:*

This was a remarkable year for your Company as it has achieved highest ever turnover as well as profitability. During the year turnover has increased to Rs. **342,042,910.00** from Rs. **223,540,344.00** representing an increase of 53.014**%** over previous year.

4. CREDIT FACALITIES

The Company has been optimally utilizing its 'fund based' and 'non-fund based' working capital requirements as tied up with STATE BANK OF INDIA. During the year under review, the Company was comfortable in meeting its financial requirements. Effective financial measures have been continued to reduce cost of interest and bank charges.

5. SHARE CAPITAL AND CHANGES

During F.Y. 2018-19, changes in the capital structure of Company are as follows.

With vision of growth and development company has offered its 13,35,000 equity shares to public share holders at large by the way of Initial Public Offer.

Company Listed on NSE SME EMERGE platform on 12th April, 2018

6. MATERIAL CHANGES

There are no significant events affecting the financial position between the end of the financial year and date of the Report except the following:

a) Appointment of M/s. Nirav Patel & Co., Chartered Accountants, as a Statutory Auditors of the Company till the concusion of sixth AGM from the appointment.
b) Resignation of Mr. Nagin D. Makwana and appointment of Ms. Meera P. Gajera as a whole time director

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **ANNEXURE I** and is enclosed to this report.

8. RISK MANAGEMENT:

The Company has framed a sound Risk Management Policy to identify and evaluate business risksand opportunities and the same has become integral part of the Company's day to day operations.The key business risks identified by the Company are Industry risk, Management and Operationsrisk, Market risk, Government policy risk, Liquidity risk, and Systems risk. The Company has inplace adequate mitigation plans for the aforesaid risks. The Policy on Risk Management isavailable on website of the Company under tab Investors/Policies/Risk Management Policy.

9. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There were no loans, guarantees or investments made by the Company under Section 186 of theCompanies Act, 2013 during the year under review and hence the furnishing the said informationis not applicable.

11. CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business of the Company during the year.

12. RELATED PARTY TRANSACTIONS:

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Board for its Omnibus approval and the particulars of contracts entered during the year as per **Form AOC-2** is enclosed as **ANNEXURE II.**

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its related parties, in compliance with the applicable provisions of the Companies Act 2013, the rules made thereunder and the Listing Agreement. This policy was considered and approved by the Board and has been uploaded on the website of the Company at www.sujlonropes.com under Investors/ Policies/Policy on Related Party Transactions.

13. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, there were following changes in the Directors and Key ManagerialPersonnel.

Appointment of Additional Director:

Ms. Meera P. Gajera (DIN: 08277500) as an Additional Director as on the Board w.e.f 26th October, 2018. Director will hold the office upto the next AGM

Ms. Meera P. Gajera was appointed as Whole Time Director in the Extra Ordinary General Meeting in the 19th November, 2018

Further, sub-section (13) of Section 149, provides that the provisions of retirement by rotation as defined in sub-sections (6) and (7) of Section 152 of the Companies Act, 2013 shall apply to Additional Director. Hence, she will be held liable to retire by rotation at the AGM.

Resignation of Whole Time Director:

Mr. Nagin D. Makwana (DIN: 01833956) resigned from the office of Whole time directorship w.e.f 18th October, 2018. His resignation was accepted in the Board Meeting dated 26th October, 2018

Composition of Board of Directors:

Thus, the Board of Directors of Company is a balanced one with an optimum mix of Executive and Non Executive Directors. They show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. The Board of the Company is headed by an Executive Chairman. Chairman takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates.

As on 31st March, 2019, the Board of Company consists of Six (6) Directors. The composition and category of Directors as well as other details are as follow:

Sr. No.	Name of the Director	Category	DIN	No. of Board Meeting attended last year	Whether attended last AGM	No. of membership in committee in other Public Limited Company
1	Mr. Sunil D. Makwana	Promoter, Chairman & Managing Director	00245683	07	YES	NIL
2	Mr. Devjibhai P. Makwana	Promoter Group & Executive Director	00359412	07	YES	NIL
3	Mr. Dinesh M. Patel	Non Executive& Independent Director	07931168	07	NO	NIL
4	Mr. Ravi B. Adhiya	Non Executive& Independent Director	07931175	07	NO	NIL
5	Mrs. Divya H. Mehta	Non Executive& Independent Director	07951990	07	NO	NIL
6	Ms. Meera P Gajera	Promoter Group & Whole time Director	08277500	02	NO	NIL

ROPE & FISHING NET

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than Vera Synthetic Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
3. None of the directors are related to each other except Mr. Sunil D. Makwana, Meera P. Gajeraand Mr. Devjibhai P. Makwana are related to each other.
4. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

5. Brief profile of each of the above Directors are given in the beginning of the report.
6. Mr. Nagin D. Makwana (DIN: 01833956) resigned from the office of Whole time director ship w.e.f 18thOctober, 2018.His resignation was accepted in the Board Meeting dated 26th October, 2018

BOARD EVALUATION:

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV, of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee. None of the independent directors are due for re-appointment.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an annualperformance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and ComplianceCommittees.

BOARD COMMITTEES AND THEIR MEETINGS:

The Company has the following Committees of the Board along with details of its compositions.

Sr. No.	Name of Committee	Members
1	Audit Committee	Mr. RavikumarAdhiya- Chairman Mrs. Divyaben Mehta- Member Mr. Dineshbhai Patel- Member Mr. Sunil Makwana - Member
2	STAKEHOLDER'S RELATIONSHIP COMMITTEE	Mr. RavikumarAdhiya- Chairman Mrs. Divyaben Mehta- Member Ms. MeeraGajera – Member
3	NOMINATION AND REMUNERATION COMMITTEE	Mr. RavikumarAdhiya- Chairman Mrs. Divyaben Mehta- Member Mr. Dineshbhai Patel- Member

1. Audit Committee

The Board has accepted all recommendations of the Audit Committee made during the financial year 2018-19.
During the year under review, the Audit Committee of the Company met 4 times viz May, 10,2018, August 23, 2018, November 13,2018 and February18, 2019.

The detail of attendance of Members at the Audit Committee Meeting is as under:-

Sr. No.	Name of the Member	No. of meetings attended
1	Mr. RavikumarAdhiya	04
2	Mrs. Divyaben Mehta	04
3	Mr. Dineshbhai Patel	04
4	Mr. Sunil Makwana	04

2. Stakeholder's Relationship Committee

Note: 1) Ms. Meera P. Gajera, Whole Time Director was appointed as Member of Committee w.e.f November 19, 2018 in place of Mr. Nagin D. Makwana

During the year under review, the Stakeholder Relationship Committee of the Company met once on January 28, 2019. The detail ofattendance of Members at the Committee Meeting is as under:-

Sr. No.	Name of the Member	No. of meetings attended
1	Mr. RavikumarAdhiya	01
2	Mrs. Divyaben Mehta	01
3	Ms. MeeraGajera	01

3. Nomination and Remuneration Committee

During the year under review, the Nomination and Remuneration Committee of the Company met once on March 15, 2019.
The detail of attendance of Members at the Nomination and Remuneration Committee Meeting is as under:-

Sr. No.	Name of the Member	No. of meetings attended
1	Mr. RavikumarAdhiya	01
2	Mrs. Divyaben Mehta	01
3	Mr. Dineshbhai Patel	01

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Policy on Nomination and Remuneration is available on the website of the Company under Investors/Policies/Nomination and Remuneration Policy.

CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company under Investors/Policies/Code of Conduct. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis.

INSIDER TRADING:

The Board has in consultation with the Stakeholders' Relationship Committee laid down the policy to regulate and monitor Insider Trading. The Committee regularly analyzes the transactions and monitors them to prevent Insider Trading. The policy on Insider Trading is available on the website of the Company under Investors/Polices/Code of Conduct for prevention of Insider Trading Policy.

MEETINGS:

Number of Board meetings held during the Financial Year are as mentioned below:

Sr. No.	Date of Board Meeting	Chairperson
1	09.04.2018	Mr. Sunil D. Makwna
2	10.04.2018	Mr. Sunil D. Makwna
3	10.05.2018	Mr. Sunil D. Makwna
4	23.08.2018	Mr. Sunil D. Makwna
5	26.10.2018	Mr. Sunil D. Makwna
6	13.11.2018	Mr. Sunil D. Makwna
7	28.01.2019	Mr. Sunil D. Makwna

Number of General meetings held during the Financial Year are as mentioned below:

Sr. No.	Date of General Meeting	Type of General Meeting	Chairperson
1	29.09.2018	Annual General Meeting	Shri Sunil D. Makwana
2	19.11.2018	Extra Ordinary General Meeting	Shri Sunil D. Makwana

DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

14. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby
submits its responsibility Statement:—

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) the directors had prepared the annual accounts on a going concern basis; and
e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **ANNEXURE III** and the same is enclosed to this Report.

16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company.

17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

18. AUDITORS & AUDITORS' REPORT:

Statutory Auditor:

The Statutory Auditors M/s. Nirav Patel & Co, Chartered Accountants (FRN:134617W) signified their willingness to be appointed and declared their eligibility to be appointed as aStatutory Auditor of the Company. Hence, the Board of Directors, vide its resolution passed on26th October, 2018 had appointed M/s. Nirav Patel & Co, Chartered Accountants as StatutoryAuditors of the Company for the five years.

As per provisions of section 139 of the Companies Act, 2013 the appointment of StatutoryAuditors, needs to beapproved and ratified by the members of the Company at a general meeting convened within a period of three months from the date of his appointment. Hence, appointment of M/s. Nirav Patel & Co, Chartered Accountants, as a statutory auditor, has been ratified in the Extra Ordinary General meeting dated 19th November, 2018.

Statutory Auditors' Report:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

There is no qualification, reservations or adverse remarks made by the Auditors.

Secretarial Audit

As per section 204 of the Companies Act 2013 Secretarial Audit for the Financial Year 2018-19 has been complied by the Secretaril Auditor M/s **J. S. VIRANI & CO. (Company Secretaries)** The Secretarial Audit Report for the financial year ended 31st March, 2019 is annexed herewith marked as **Annexure-V** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Internal Auditor:

As per section 138 of the Companies Act 2013 Internal Audit for the Financial Year 2018-19 has been complied by the Internal Auditor M/s. Raj Shah & Co. (Practising Chartered Accountant)

19. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.
The Company continues to ensure proper and adequate systems and procedures commensuratewith its size and nature of its business.

20. SHARES:

Initial Public Offer:

The company has offered its 13,35,000 equity shares to the public.

Buy-back of Securities:

The Company has not bought back any of its securities during the year under review.

Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

Bonus Shares:

The Company has not issued any Bonus Shares during the year under review.

Employees Stock Option Plan:

The Company has not provided any Stock Option Scheme to the employees.

21. PARTICULARS OF EMPLOYEES:

None of the employee has received remuneration exceeding the limit as stated in Section 197 ofthe Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration ofManagerial Personnel) Rules, 2014.

22. COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rule, the activity of your Company does not fall under any sectors as specified under Rule 3 of Companies (Cost Records and Audit) Rules, 2014 and hence, maintenance of cost records as well as the cost audit, as the case may be has not been applicable to the Company for the Financial Year 2018-19.

23. HUMAN RESOURCES:

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at its workplace. The Company hasadopted an Anti-harassment Policy in line with the requirements of the Sexual Harassment ofWomen at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal ComplaintCommittee are set up to redress complaints received regularly and are monitored by women linesupervisors who directly report to the Chairman & Managing Director. All female employees arecovered under the policy. There was no complaint received from any employee during thefinancial year 2018- 19 and hence, no complaint is outstanding as on March 31, 2019 for redressal.

25. MATERIAL CHANGES

There was no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of report.

26. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no material orders passed by the regulators or court or tribunals impacting the going concern status and company's operations in future

27. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is appended as **ANNEXURE IV** to this Report.

28. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed in the Company Management Team.

Dated: 27.08.2019

For and on behalf of the Board of Directors of

VERA SYNTHETIC LIMITED

SD/-	**SD/-**
Sunil Makwana	**Meera Gajera**
Chairman & MD	**Whole Time Director**
DIN: 00245683	**DIN: 08277500**

ANNEXURE I

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors.

A. CONSERVATION OF ENERGY:

The Company is focusing to adopt appropriate measures for conservation of energy, which is reflected by very low consumption of power during the year.

Power & Fuel Consumption:

Sr. No.	Particulars	2018-19	2017-18
1	**Electricity:**		
	Unit	16,73,818	17,48,396
	Total Amount (in Rupees)	1,12,63,981	1,17,93,401
	Rate/Unit	6.73/-	6.74/-

Consumption per unit of production:

Since the Company manufactures different types of products, it is not practicable to give consumption per unit of production.

B. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Sr. No.	Particulars	2018-19	2017-18
1	Earning from Export during the Year	3,20,79,592/-	99,91,373/-
2	Outgo of Foreign Exchange	98 604/-	2,46,228/-

Dated:27.08.2019

For and on behalf of the Board of Directors of
VERA SYNTHETIC LIMITED

SD/-	**SD/-**
Sunil Makwana	**Meera Gajera**
Chairman & MD	**Whole Time Director**
DIN: 00245683	**DIN: 08277500**

Gajon ROPE & FISHING NET

ANNEXURE II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies

(Accounts) Rules, 2014)

Annexure to Directors' Report for the year ended March 31, 2018

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable**

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	NIL
B	Nature of contracts/arrangements/transactions	NIL
C	Duration of the contracts / arrangements/transactions	NIL
D	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
E	Justification for entering into such contracts or arrangements or Transactions	NIL
F	date(s) of approval by the Board	NIL
G	Amount paid as advances, if any:	NIL
H	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangement or transactions at arm's length basis: **Does Not attract Section 188 of Companies Act, 2013**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Vera Nets Pvt. Ltd. Group Company	Purchase of Goods	Ordinary Course of Business	Transaction values Rs.90299327/-	N.A.	NIL
Vera Industries Associates Concern	Purchases of Goods	Ordinary Course of Business	Transaction values Rs.2280605/-	N.A.	NIL
Sainath Enterprise Associate Concern	Purchases of Goods	Ordinary Course of Business	Transaction values Rs.5587612/-	N.A.	NIL
Olive Industries Associate Concern	Purchases of Goods	Ordinary Course of Business	Transaction values Rs.22951505/-	N.A.	NIL
Macfil Industries Associate Concern	Purchases of Goods	Ordinary Course of Business	Transaction values Rs.2161701/-	N.A.	NIL

Dated: 27.08.2019

For and on behalf of the Board of Directors of

VERA SYNTHETIC LIMITED

SD/-	**SD/-**
Sunil Makwana	**Meera Gajera**
Chairman & MD	**Whole Time Director**
DIN: 00245683	**DIN: 08277500**

Sajlon
ROPE & FISHING NET

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURNAS ON THE FINANCIAL YEAR ENDED ON 31/03/2019

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	**L17110GJ2000PTC037369**
ii.	Registration Date	16/02/2000
iii.	Name of the Company	VERA SYNTHETIC LIMITED
iv.	Category / Sub-Category of the Company	Company limited by shares / Indian Non Government Company
v.	Address of the Registered office and contact details	OFFICE NO.UL-27, PATTANI PLAZA, DEVUBAG,DAIRY ROAD BHAVNAGAR 364002- GUJARAT- INDIA
vi.	Whether listed company	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limiited C-101, 1st Floor, 247 Parks, LBS Marg, Vikhroli (West), Mumbai-400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Polypropylene Filament yarn	54023910	100%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section

III. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

I. ***Category-wise Share Holding***

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2900000	0	2900000	80.56	2954000	0	2954000	59.86	(-20.7)
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	2900000	0	2900000	80.56	2954000	0	2954000	59.86	(-20.7)
2) Foreign									
g) NRIs-Individuals	--	--	--	--	--	--	--	--	--
h) Other-Individuals	--	--	--	--	--	--	--	--	--
i) Bodies Corp.	--	--	--	--	--	--	--	--	--
j) Banks / FI	--	--	--	--	--	--	--	--	--
k) Any Other....	--	--	--	--	--	--	--	--	--

Sub-total (A)(2):-	--	--	--	--	--	--	--	--	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1)	--	--	--	--	--	--	--	--	--
2. Non Institutions	--	--	--	--	--	--	--	--	--
a) Bodies Corp.									
(i) Indian	--	--	--	--	**442000**	--	**442000**	**8.96**	**8.96**
(ii) Overseas									
b) Individuals	**0**	**0**	**0**	**0**	**1464000**	**0**	**1464000**	**29.14**	**29.14**
(i) Individual									

shareholders holding nominal share capital upto Rs. 2 lakh					**470000**	**0**	**470000**	**9.52**	**9.52**
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	**700000**	**0**	**700000**	**19.44**	**994000**	**0**	**994000**	**20.14**	**0.7**
c) Others(Specify)	--	--	--	--	**75000**	--	**75000**	**1.52**	**1.52**
Hindu Undivided Family	--	--	--	--	**51000**	--	**51000**	**1.03**	**1.03**
Clearing Member	--	--	--	--	**24000**	--	**24000**	**0.49**	**0.49**
Sub-total (B)(2)	**700000**	--	**700000**	**19.44**	**1981000**	--	**1981000**	**40.14**	**20.7**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**700000**	**0**	**0**	**19.44**	**1981000**	**0**	**1981000**	**40.14**	**(+20.7)**
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	**3600000**	**0**	**3600000**	**100**	**4935000**	**0**	**4935000**	**100**	

II. ***Shareholding of Promoters***

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year				%Change during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	NOTES	% change in shareholding during the year
1	Trambak D. Makwana	206000	5.72	0	206000	4.17	0		0
2	Bhartiben N. Makwana	200000	5.56	0	200000	4.05	0		0
3	Yogesh D. Makwana	300000	8.33	0	300000	6.08	0		0
4	Devjibhai P. Makwana HUF	200000	5.56	0	200000	4.05	0		0
5	Sunil D. Makwana	800036	22.22	0	821036	16.64	0	Purchase of Shares from open market	0.43
6	Nagin D. Makwana	793964	22.05	0	793964	16.09	0		0
7	Devjibhai P. Makwana	200000	5.56	0	200000	4.05	0		0
8	Champaben D. Makwana	200000	5.56	0	200000	4.05	0		0
9	Meera P Gajera	0	0	0	33000	0.68	0	Purchase of Shares from open market	0.68
	Total	**2900000**	**80.56**	**0**	**2954000**	**59.86**	**0**		**1.11**

III. *Change in Promoters' Shareholding*

Sr. no.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of theyear	2900000	80.56	2900000	80.56

2	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer / bonus/ sweatequityetc): Note: 1335000 equity shares were offered to public by the way of IPO therefore promoter stake is diluted by (-21.8)%	Promoter stake dilution due to IPO (+54000) By way of purchase from open market during the year	(-21.8) (+1.1)	NA 54000	NA (+1.1)
3	At the End of the year	2954000	59.86	2954000	59.86

IV. ***Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):***

Sr. no.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of theyear	700000	19.44	700000	19.44
I.	Narottambhai G. Sarvaiya	400000	11.11	400000	8.1054
II.	SheebaYogeshMakwna	300000	8.33	300000	6.079
III.	ELITE INKS PRIVATE LIMITED	--	--	237000	4.8024
IV.	PANTOMATH STOCK BROKERS PRIVATE LIMITED	--	--	78000	1.5805
V.	K P WOVEN PRIVATE LIMITED	--	--	75000	1.5198
VI.	CHANDRESH GIGABHAI VANDARIYA	--	--	54000	1.0942
VII.	PANTOMATH STOCK BROKERS PRIVATE LIMITED	--	--	51000	1.0334
VIII.	PANTOMATH STOCK BROKERS	--	--	48000	0.9726
IX.	CHETAN TRIKAMBHAI MAKWANA	--	--	48000	0.9726
X.	PANTOMATH STOCK BROKERS PRIVATE LIMITED	--	--	78000	0.9119
2	Date wise Increase / Decrease in Shareholding during the year STAKE DILUTED DUE TO IPO (-5.26) Purchased From Open			(+636000)	(-5.26) (+12.89)

	Market (12.89)				
3	At the End of the year	1336000	27.07	1336000	27.07

V. *Shareholding of Directors and Key Managerial Personnel:*

Sr. no.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of theDirectorsandKMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Sunil D. Makwana**				
I	At the beginning ofthe year	800036	22.22	800036	22.22
II	Date wise Increase / Decrease in Shareholding during the year STAKE DILUTED DUE TO IPO Purchased From Open Market	 21000	 (-6.01) (+0.43)	 21000	 (-6.01) (+0.43)
III	At the End of theyear	821036	16.64	821036	16.64
	Nagin D. Makwana				
I	At the beginning ofthe year	793964	22.04%	793964	22.04%
II	Date wise Increase / Decrease in Shareholding during the year STAKE DILUTED DUE TO IPO		(-5.95)		(-5.95)
III	At the End of theyear	793964	16.09	793964	16.09
	Meera P. Gajera				
I	At the beginning ofthe year	0	0	0	0
II	Date wise Increase / Decrease in Shareholding during the year Purchased from Open Market	33000	0.68	33000	0.68
III	At the End of theyear	33000	0.68	33000	0.68
	Devjibhai P. Makwana				
I	At the beginning ofthe year	200000	5.56%	200000	5.56%
II	Date wise Increase / Decrease in Shareholding during the year		(-1.51)		(-1.51)

	STAKE DILUTED DUE TO IPO				
III	At the End of theyear	200000	4.05%	200000	4.05%
	Mr. Dinesh M. Patel				
I	At the beginning ofthe year	0	0	0	0
II	Date wise Increase / Decrease in Shareholding during the year	0	0	0	0
III	At the End of theyear	0	0	0	0
	Mr. Ravi B. Adhiya				
I	At the beginning ofthe year	0	0	0	0
II	Date wise Increase / Decrease in Shareholding during the year	0	0	0	0
III	At the End of theyear	0	0	0	0
	Mrs. Divya H. Mehta				
I	At the beginning ofthe year	0	0	0	0
II	Date wise Increase / Decrease in Shareholding during the year	0	0	0	0
III	At the End of theyear	0	0	0	0
	Mr. Bhavik B. Mehta				
I	At the beginning ofthe year	0	0	0	0
II	Date wise Increase / Decrease in Shareholding during the year	0	0	0	0
III	At the End of theyear	0	0	0	0
	Ms. Kruti Shah				
I	At the beginning ofthe year	0	0	0	0
II	Date wise Increase / Decrease in Shareholding during the year	0	0	0	0
III	At the End of theyear	0	0	0	0

VI. INDEBTEDNESS

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

Particular	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not paid	36899679	9830577	0	46730256
Total (i+ii+iii)	36899679	9830577	0	46730256
Change in Indebtedness during the financial year - Addition - Reduction	 0 -22817385	 0 9727667	 0 0	 0 -32545052
Net Change	-22817385	-9727667	0	-32545052
Indebtedness at the end of the financial year ii) Principal Amount ii) Interest due but not paid iii) Interest accrued but not paid	14082294	102910	0	14185204
Total (i+ii+iii)	14082294	102910	0	14185204

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	 Sunil D. Makwana Nagin D.	 **48,00,000** **3,50,000**

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Makwana Meera P. Gajera Devjibhai P. Makwana	**17,00,000** **6,00,000**
2	Stock Option	---	--
3	Sweat equity	---	--
4	Commission -as % of profit - others, if any	---	--
5	Others, please specify	---	--
6	Total (A)		**74,50,000/-**
	Ceiling as per the Act		

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Director	Total Amount
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	---	---
	Total (1)	-	-
	O ther Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	-	-
	Total (2)	-	-
	T otal (B)=(1+2)		
	T otal Managerial Remuneration	-	-
	Overall Ceiling as per the Act		

***C.* Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sr. No.	Particulars of Remuneration	KMP			Total Amount
		CEO	CFO	CS	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	**NA**	**300000**	**480000**	
2	Stock Option		**NA**	**NA**	
3	Sweat equity		**NA**	**NA**	
4	Commission		**NA**	**NA**	

	-as % of profit - others, if any				
5	Others, please specify		NA	NA	
6	Total (A)		300000	480000	780000

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

NOT APPLICABLE

Dated:27.08.2018

For and on behalf of the Board of Directors of

VERA SYNTHETIC LIMITED

SD/-	**SD/-**
Sunil Makwana	**Meera Gajera**
Chairman & MD	**Whole Time Director**
DIN: 00245683	**DIN: 08277500**

Sajlon
ROPE & FISHING NET

ANNEXURE IV

Management Discussion and Analysis

A)	**INDUSTRY STRUCTURE AND DEVELOPMENTS**
	Industry Structure: Over the last year, we have seen a revival in the Indian economy with macroeconomic indicators now starting to trend favourably. With policy reforms and de-bottlenecking of processes initiated by the government, the global sentiment towards India has improved substantially. Your company, as you are aware, has been manufacturing of fishing nets ropes, twines yarns, mainly high density plastic products. Based on market demand, company's productshave been diversified into plastic engineering products. ***Developments:*** Modernization and expansion into more value added products and Technologicaldevelopment has been the tradition of your Company. Innovation & development is the key for growth in any forward looking company.
B)	**OPPORTUNITIES**
	India emerges as the World's fastest growing large economy with projected GDPgrowth at 7.2% during FY 2017-18. This is an opportunity for demand in plastic engineering products.
C)	**THREATS**
	Increasing competition from domestic and foreign players could lead to margincontraction due to pricing pressure. Some of the larger global players are alreadypresent in India. Highly fluctuating price of grenules which is the principle input to the plastic Industry, continues to be of serious concern. The rising cost ofproduction, especially due to wage increase and rise in prices of other materials &services, short & stringent delivery schedule by customers in the background ofhighly volatile plastic product prices, Fiscal policy of government encouraging imports ofinputs which are detrimental to Indian Plastic Industry, competition from otherleading manufacturers etc. continue to threaten the profitability ofyour Company. Competition, whether domestic or international, is always achallenge and transforming challenges into opportunities has been a practice at Vera Synthetic Limited.
D)	**SEGMENT WISE PERFORMANCE**
	The Company has only one segment. Performance of the same is given below in***point H***.
E)	**OUTLOOK**
	The Plastics Export Promotion Council (PLEXCONCIL) is the apex government body responsible for the promotion of plastic exports. PLEXCONCIL members comprise large-/medium-/small-scale manufacturers and exporters. The council supports exporters by participating in international trade fairs, exploring new markets, organising buyer- seller meets both in India and overseas, and engaging in various other promotion and need-based activities.
F)	**RISKS AND CONCERNS**
	In the winding plastic product business, the global demand and supply of fishing net and its pricesplays a vital role and could significantly affect your Company's turnover. YourCompany is fairly exposed to the domestic and global political and economic risks. The prices advanced on rapidly increasing demand for plastic products from China, India andthe other emerging economies of Asia. Your Company also continuously keepsworking on getting approvals from new and renowned customers to increase itsmarket share commensurate with its capacity.

Intense competition in the market could affect our cost advantages and result indecreased turnover. Failure to complete fixed price, fixed time frame deliveriescould result in lower revenues of the company. The business of your Companycould suffer if we fail to anticipate and develop new products and enhance existingrange to keep pace with the rapid changes in the plastic industry. Currencyfluctuations could affect the results of operations.

Your Company's manufacturing facilities are based in India. Any changes in the legal, fiscal and other regulatory regimes of our country could affect ourperformance. In the event that the Government of India brings about any changesin import tariffs in India and reduction or curtailment of income tax benefitsavailable to some of our operations in India can pose risks to your Company. It alsohas a wide customer base and changes in the legal, fiscal or regulatory regimes canalso affect the competitiveness of our product and affect your Company'sperformance.

G) INTERNAL CONTROL SYSTEM

The Company has implemented internal control system at floor to shop level andwe believe that Internal controls and systems implemented are adequate. Theseare also reviewed periodically by the Board and efforts are made toimprove further, wherever possible.

H) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Particulars	Current Year 2018-19	Previous Year 2017-18
Total Revenue from operations	342,042,910	223,540,344
Total Expenditure	322,360,551	208,160,081
Profit / (Loss) Before Tax	19,682,359	15,380,264
Provision for Taxation		
(4) Current Tax	5,515,104	4,546,580
(5) Deferred Tax	86,145	187,144
(6) Income-tax adj. of earlier years	74480	93,828
Profit / (Loss) after Tax	14,006,630	10,552,712
Earning Per Equity Share:		
(3) Basic	2.84	2.93
(4) Diluted	2.84	2.93

The Company earned operational income of Rs. 342,042,910.00/- compared to Rs.223,540,344.00/- in the previous year.

Profit after tax for the year under review is Rs. 14,006,630.00/-ascompared to previous year figure of Rs. 10,552,712.00/-

I HUMAN RESOURCES DEVELOPMENT

Training:

Training to employees at all levels is provided regularly to develop the knowledgeand skills. The management is fully committed to the development of its human resources. Your Company aims at providing in-class training to each employee.

Every new recruit receives complete safety training and on the job training from hiscolleagues / supervisor. Functional and developmental training is provided fromtime-to-time to all employees to enhance their skills and productivity. There is anall round support from the management to the development of human resources.

Knowledge Management:

Vera Group has a practice of sharing experiences of one company with othergroup companies in various fields of production / finance / marketing. KnowledgeManagement is being developed by involving and sharing of information

	on key performance parameters at all levels which results in an overall improvement. Thishas been formalized by having a daily Business Meeting which is held at alllocations of the group companies. ***Industrial Relations:*** Your Company continues to maintain healthy and cordial industrial relations. Thevalues and the culture of the group foster family feelings amongst all its employees.The Company's employee's strength as at 31st March, 2019 was 96.

Sajlon
ROPE & FISHING NET

ANNEXURE V

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended on March 31, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
VERA SYNTHETIC LIMITED
CIN: L17110GJ2000PLC037369
Office No. UL-27, Pattani Plaza,
Devubaug, Dairy Road,
Bhavnagar – 364002
Gujarat, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VERA SYNTHETIC LIMITED** [CIN: L17110GJ2000PLC037369] (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **[Not Applicable to the Company during audit period]**;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **[Not Applicable to the Company during audit period]**;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **[Not Applicable to the Company during audit period]**;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable to the Company during audit period]**;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not Applicable to the Company during audit period]**;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not Applicable to the Company during audit period]**;

(i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015;

(vi) I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

The Management has identified and confirmed the following laws as specifically applicable to the Company;

(a) The Textiles Committee Act, 1963;

(b) The Textile (Development & Regulation) Order, 2001 ("Textile Order");

(c) The Gujarat Textile Policy, 2012;

(d) New Gujarat Industrial Policy, 2015;

(e) The Environment Protection Act, 1986 and the rules and notifications issued thereunder;

(f) The Factories Act, 1948 and allied State laws;

I have also examined compliance with the applicable Clauses of the following:

(i) The Company has complied with Secretarial Standards pursuant to Section 118(10) of the Companies Act, 2013 with regard to Annual General Meeting and Board of Directors Meetings.
(ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) on 12th April, 2018 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as per the provisions of the Act, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
Decisions at the Board Meetings were taken unanimously.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

I further report that:

During the audit period, there were no instances of:

i. Rights issue of Shares/debentures/ sweat equity.
ii. Redemption/buy-back of securities.
iii. Merger/ amalgamation/ reconstruction etc.
iv. Foreign technical collaborations.

I further report that during audit period under review:-
The Company is listed on SME Emerge platform of NSE and this is a first year of its listing.

For J. S. Virani & Company
Company secretaries,
SD/-
CS J. S. Virani
Proprietor
ACS: 40413, C P No 14963
Place: Bhavnagar
Dated: August 22, 2019

Note: This report is to be read with my letter of even date which is annexed as Annexure herewith and forms and integral part of this report.
Annexure to the Secretarial Audit Report

To,
The Members,
VERA SYNTHETIC LIMITED
Office No. UL-27, Pattani Plaza,
Devubaug, Dairy Road,
Bhavnagar – 364002
Gujarat, India

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, and Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For J. S. Virani & Company
Company secretaries,

SD/-
CS J. S. Virani
Proprietor
ACS: 40413, C P No 14963

Place: Bhavnagar
Dated: August 22, 2019

Anjlon ROPE & FISHING NET

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS OF VERA SYNTHETIC LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of **VERA SYNTHETIC LTD.** ("the Company"), which comprise the Balance Sheet as at **31/03/2019**, the Statement of Profit and Loss, **the cash flow statement** for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2019**, and it's cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order,2016("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the "**Annexure A**" statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on **31/03/2019** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2019** from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".

(g) In our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

For, Nirav Patel & Co.
(Chartered Accountants)
Firm Reg. No. 134617W

SD/-
Nirav B. Patel
Partner
M. No. 149360

Place: Bhavnagar
Date: 23/05/2019

Sajlon
ROPE & FISHING NET

ANNEXURE - A

Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2019

To,

The Members of VERA SYNTHETIC LTD.

(1) In Respect of Fixed Assets

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets:

(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;

(c) During the year the Company has not disposed off any substantial /major part of fixed assets.

(2) In Respect of Inventories

(a) As per the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year.

(b) In our opinion and as per the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

(c) The Company is maintaining proper records of inventories. In our opinion, discrepancies noticed on physical verification of inventory were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.

(3) Compliance under section 189 of The Companies Act, 2013

As informed by the company, company has granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(a) In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest to the company.

(b) This clause is not applicable since there are no loans granted during period covered under audit.

(c) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

(4) Compliance under section 185 and 186 of The Companies Act , 2013

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits

The company has not accepted any public deposits as covered under section 73 to 76 of the act. Also no order from CLB or NLT or RBI or any other court has passed in this regard.

(6) Maintenance of cost records

The Company has maintained cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(7) Deposit of Statutory Dues

According to the information and explanations given to us and based on the records of the company examined by us, save and except the item reported in last in this para of this note the company is generally regular in depositing the undisputed statutory dues, including Income-tax, Sales-tax, Wealth Tax, Service Tax, and other material statutory dues, as applicable, with the appropriate authorities in India; There is no dues which is outstanding for more than 6 month then they become payable except professional tax of Rs. 1,24,000.

(8) Repayment of Loans and Borrowings

The company has not defaulted in repayment of dues to financial institution, or a bank.

(9) Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The company has raised money by issuing 13,35,000 equity shares through initial public offer as on 12/04/2018. The same money raised by public offers has been utilised for the purpose for which they were raised. The company has not raised money via term loan. Hence there is no issue for use of this money.

(10) Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(11) Managerial Remuneration

Managerial remuneration has been paid or provided as per section 197 read with Schedule V to the Companies Act. Company has also passed due resolution and the same has been filed.

(12) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

(13) Compliance with Section 177 and 188 of companies Act – 2013

There was audit committee formed as per section 177 and such transactions which are covered under section 188 of the companies act-2013 has been reflected in the note 1 of financial statements the same is attached herewith.

(14) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

During the year under review, the company has not made private placement of shares or debentures under section 42 of companies Act-2013.

(15) Compliance under section 192 of Companies Act – 2013

On verification of books of accounts we have not come across such type of transaction which reflects non-cash transactions with directors or persons connected with him.

(16) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

The company is not required to be registered under section 45-IA of the Reserve Bank of lndia Act.

For, Nirav Patel & Co.
(Chartered Accountants)
Firm Reg. No. 134617W

Nirav B. Patel
Partner
M. No. 149360

Place: Bhavnagar
Date: 23/05/2019

Sajlon
ROPE & FISHING NET

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of VERA SYNTHETIC LTD.

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

We have audited the internal financial controls over financial reporting of **VERA SYNTHETIC LTD**. ("The Company") as of **March 31, 2019** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our

audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting

were operating effectively as at **March 31, 2019**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

For, Nirav Patel & Co.
(Chartered Accountants)
Firm Reg. No. 134617W

SD/-
Nirav B. Patel
Partner
M. No. 149360

Place: Bhavnagar
Date: 23/05/2019

Sajlon
ROPE & FISHING NET

BALANCE SHEET AS AT 31st March, 2019

	Note No.	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
A EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS:			
(a) Share Capital	2	49,350,000	36,000,000
(b) Reserves & Surplus	3	66,997,711	15,815,930
2 NON CURRENT LIABILITIES			
(a) Long Term Borrowings	4	14,185,204	18,512,062
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
3 CURRENT LIABILITIES			
(a) Short Term Borrowings	5	-	28,218,194
(b) Trade Payables	6	11,143,473	34,103,543
(c) Other Current Liabilities	7	9,802,368	15,940,616
(d) Short Term Provisions	8	5,515,104	4,546,580
TOTAL		**156,993,859**	**153,136,925**
B ASSETS			
1 NON CURRENT ASSETS			
(a) Fixed Assets	9	39,742,123	34,526,389
(b) Non-current investments-Aditya Birla Group		10,000	-
(c) Long term loans and advances & Deposit	10	1,814,998	1,694,462
(d) Differed Tax Assets (Net)	11	671,972	758,117
(e) Other non - current assets		-	-
2 CURRENT ASSETS			
(a) Current investment		-	-
(b) Inventories	12	3,659,924	15,981,987
(c) Trade receivables	13	76,373,277	82,740,233
(d) Cash and cash equivalents	14	23,450,401	5,496,736
(e) Short term loans and advances	15	2,530,773	917,197
(f) Other current assets	16	8,740,392	11,021,803
TOTAL		**156,993,859**	**153,136,925**

Notes forming part of Financial Statements 1 to 26

The accompanying notes form an integral part of the financial statement.

As per our attached report of even date

For Nirav Patel & Co.
Chartered Accountants
FRN: 134617W

Sd/-
(Nirav B. Patel)
Partner
M. No. 149360
Date : 23-05-2019
Place : Bhavnagar

For and on behalf of Board of Directors of
VERA SYNTHETIC LTD.

Sd/-
Sunilbhai D. Makwana
Managing Director
DIN:00245683

Sd/-
Meera S. Makwana
Whole Time Director
DIN:08277500

Bhavik Mehta
CFO

Kruti Shah
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 March, 2019

		Note No.	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
I	Revenue from Operations	17	340,358,436	222,511,077
II	Other Income	18	1,684,474	1,029,267
III	**Total Revenue (I+II)**		**342,042,910**	**223,540,344**
IV	**EXPENSES**			
	Cost of Material Consumed	19	195,864,610	96,347,892
	Purchase of traded goods	20	40,013,438	59,705,898
	Changes in inventories of finised goods	21	11,548,029	-3,612,788
	Employee Benefit expense	22	36,279,257	23,853,379
	Financial Costs	23	2,496,719	3,652,590
	Depreciation and Amortization Expenses	9	6,516,921	4,802,045
	Other Expenses	24	29,641,577	23,411,064
	Total Expenses		**322,360,551**	**208,160,080**
V	Profit before exceptional and extraordinary items and taxes (III - IV)		**19,682,359**	**15,380,264**
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		19,682,359	15,380,264
VIII	Extraordinary Items		**-**	-
IX	Profit before tax (VII - VIII)		**19,682,359**	**15,380,264**
X	Tax Expenses			
	(1) Current Tax		5,515,104	4,546,580
	(2) Excess Provision of Earlier Years		(130,340)	-
	(3) Income Tax (Previous Year)		204,820	93,828
	(4) Deferred Tax (Assets)		86,145	187,144
XI	Profit(Loss) for the period from continuing operations (IX - X)		**14,006,630**	**10,552,712**
XII	Profit(Loss) From discontinuing operations		**-**	-
XIII	Tax expense of discontinuing operations		**-**	-
XIV	Profit (Loss) from Discontinuing Operations (XII - XIII)		**-**	-
XV	Profit (Loss) for the period (XI + XIV)		**14,006,630**	**10,552,712**
XVI	Earning per Equity Share of Rs. 10/- each			
	(a) Basic		2.84	2.93
	(b) Diluted		2.84	2.93

Notes forming part of Financial Statements 1 to 26

As per our attached report of even date

For Nirav Patel & Co.
Chartered Accountants
FRN: 134617W

Sd/-
(Nirav B. Patel)
Partner
M. No. 149360
Date : 23-05-2019
Place : Bhavnagar

For and on behalf of Board of Directors of
VERA SYNTHETIC LTD.

Sd/-
Sunilbhai D. Makwana
Managing Director
DIN:00245683

Sd/-
Meera S. Makwana
Whole Time Director
DIN:08277500

Bhavik Mehta
CFO

Kruti Shah
Company Secretary

VERA SYNTHETIC LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2019

A Cash Flow from the Operating Activities			
Net Profit Before Tax			**19,682,359**
Add : Adjustments for - Depreciation		6,516,921	
- Finance Costs		2,496,719	
- Misc. Expenses W/Off		0	
		9,013,640	
Less : Adjustments for - Interest Received		307,384	
- Income Tax Paid		5,704,820	
		3,001,436	**3,001,436**
Operating Profit before Working Capital Changes			**22,683,795**
Changes in Working Capital			
in Short term Borrowings		(28,218,194)	
in Trade Payable		(22,960,070)	
in Trade Receivable		6,366,956	
in Other Current Liabilities		(6,138,248)	
in Short term Provision		1,098,864	
in Short term Loans Advance & Deposits		(1,613,575)	
in Inventory		12,322,064	
in Other Current Assets		7,781,412	
Cash Generated from Operations		**(31,360,792)**	**(31,360,792)**
Less - Net Tax Expenses			**5,515,104**
Net Cash Flow from Operating Activities (A)			**(14,192,101)**
B Cash Flow from Investing Activities			
Inflows			
Sale of Fixed Assets & Investments		0	
Interest Received		307,384	
Outflows			
Purchase of Fixed Assets & Investments		(11,742,655)	
Interest Paid		0	
		(11,435,271)	**(11,435,271)**
Net Cash Used in Investing Activities (B)			**(11,435,271)**
C Cash Flow from Financing Activities			
Proceeds from Equity Share Capital Issued & Premium		50,525,151	
Proceeds from Preference Share Capital Issued		0	
Long term borrowings		(4,326,858)	
Long term Loans & Advances		(120,536)	
		46,077,756	**46,077,756**
Less - Finance Cost of Interest & Other		2,496,719	
Less - Repayment of Secured Loan & Unsecured Loan		0	
		2,496,719	**2,496,719**
Net Cash Flow from Financing Activities (C)			**43,581,038**
Net Decrease / Increase in Cash & Cash Equivalents			**17,953,666**
Cash & Cash Equivalents (Opening Balance)			**5,496,736**
Cash & Cash Equivalents (Closing Balance)			**23,450,401**

As per our attached report of even date

For Nirav Patel & Co.
Chartered Accountants
FRN: 134617W

For and on behalf of Board of Directors of
VERA SYNTHETIC LTD.

Sd/-
(Nirav B. Patel)
Partner
M. No. 149360
Date : 23-05-2019
Place : Bhavnagar

Sd/-
Sunilbhai D. Makwana
Managing Director
DIN:00245683

Bhavik Mehta
CFO

Sd/-
Meera S. Makwana
Whole Time Director
DIN:08277500

Kruti Shah
Company Secretary

VERA SYNTHETIC LTD.

NOTE: 1 FORMING PART OF THE FINANCIAL STATEMENTS
: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting and Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, r.w. Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable.

2. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

3. Cash Flow Statements

Cash flows are reported using the indirect method as set out in accounting standard -3 on cash flow statement issued by the institute of chartered accountants of india.

4. Depreciation and Amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the WDV method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

5. Revenue Recognition

ROPE & FISHING NET

Income from sales of goods is recognized upon passage of risks and rewards of ownership to the goods, which generally coincide with the dispatch.

6. Fixed Assets

Fixed assets are carried at cost less accumulated depreciation/amortization and impairment losses, if any. The cost of fixed assets comprises its acquisition price and relevant costs to bring it in position for intended use. Subsequent expenditure on fixed assets after its purchase/completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

7. Earnings per Share

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

8. Taxes on Income

Current Tax

Current tax is calculated and the provision for the same is made in the books of accounts.

Differed Tax

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

MAT Tax

Tax under MAT was lower than regular tax hence MAT tax is NIL.

9. Stock In Trade

Stock of Raw Material is valued at average purchase price during the year and Finished good is valued at cost or net realizable value whichever is lower as certified by the management and the value of the same is **29,44,315/-** and **7,15,608/-** respectively.

B. NOTES TO THE ACCOUNTS

1. **Related Party Disclosures:** (as identified and certified by the management)

a) The related parties where common Interest exists:

i)	Details of Key management Personnel	1. Sunilbhai D. Makwana 2. Meera S. Makwana 3. Devjibhai P. Makwana
ii)	Associate Companies/firms	Vera Industries Vera nets Pvt. Ltd Suraj Filaments Pvt. Ltd. Macfil Industries

		Suraj Industries Seavenus Synthetics Shiv Synthetics Techpack Solution Olive Industries Olive Fiber Sainath Enterprise
iii)	Relative of Key Managerial	Champaben D. Makwana Personnel

b) Transaction with the enterprise in which significant influence is exercised by key management personnel during the year:

i)	With whom transactions have undertaken during the year	Vera Industries Vera nets Pvt. Ltd Suraj Filaments Pvt. Ltd. Macfil Industries Suraj Industries Seavenus Synthetics Shiv Synthetics Techpack Solution Olive Industries Olive Fiber Sainath Enterprise

Particulars	**Associates Companies/ Firm**	**Key Management Personal**	**Total**
Purchase of Goods/Capital Goods	3,29,53,971	0	3,29,53,971
Sales of Goods	6,54,71,014	0	6,54,71,014
Salary/Remuneration	0	74,50,000	74,50,000
Job Work Exp.	0	0	0
Interest Paid	0	0	0
Loan Advances received	70,80,000	0	70,80,000
Loan Paid out of Received	2,28,45,847	0	2,28,45,847
Balance Payable	0	0	0
Loan Given	1,98,22,830	0	1,98,22,830
Loan Received out of Given	2,80,00,339	0	2,80,00,339
Balance Loan Receivable	0	0	0

Balance Receivable (Debtors)	7,63,73,277	0	7,63,73,277
Balance Payable (Creditors)	1,11,43,473	0	1,11,43,473

2. Payments to Auditors and Directors

PAYMENTS TO AUDITORS	**2018-19**	**2017-18**
Tax Audit Fees	50,000	50,000
Audit Fees	1,00,000	1,00,000
Total	**1,50,000**	**1,50,000**
PAYMENTS TO DIRECTOR	-	-
Directors Remuneration	74,50,000	81,50,000
Directors Insurance Premium	0	0
Total	**74,50,000**	**81,50,000**

3. Previous Year's figures have been regrouped / reclassified wherever considered necessary to make them comparable with the current year figures.

Signatures to Notes 2 to 26 of profit & loss and Balance Sheet.

As per our report of even date

For, NIRAV PATEL & CO.
Chartered Accountants

[Nirav B Patel]
Partners.
M.No. 149360
FRN. 134617W
Place: Bhavnagar.
Date : 23/05/2019

For and on behalf of Board
VERA SYNTHETIC LTD.

Sunilbhai D. Makwana
(Managing Director)
(DIN:00245683)

Meera P. Gajera
(Whole Time Director)
(DIN:08277500)

Bhavik Mehta
CFO

Kruti Shah
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2 :	**SHARE CAPITAL**	**Number of Shares**	**As at 31.03.2019**	**Number of Shares**	**As at 31.03.2018**
(a)	**Authorised**				
	Equity shares of Rs. 10 each with Voting rights	7,000,000	70,000,000	7,000,000	70,000,000
(b)	**Issued & Subscribed Capital**				
	Equity shares of Rs. 10 each with Voting rights	4,935,000	49,350,000	3,600,000	36,000,000
(c)	**Called Up & Paid Up Share Capital**				
	Equity shares of Rs. 10 each with Voting rights	4,935,000	49,350,000	3,600,000	36,000,000
			49,350,000		**36,000,000**

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

	Opening Balance	**New Issue**	**Closing Balance**
Equity Shares with Voting rights			
Year ended 31 March 2019			
- No. Of shares	3,600,000	1,335,000	4,935,000
- Amount	36,000,000	13,350,000	49,350,000
Year ended 31 March 2018			
- No. Of shares	3,600,000	-	3,600,000
- Amount	36,000,000	-	36,000,000

During the year company has issued new equity share 13,35,000 through IPO as on 12/04/2018. Face value per share is Rs.10/- and Premium per share is Rs.30/- hence total issue price Rs.40/- per share.

(ii) Details of Shareholders holding more than 5 % shares:

Class of Shares / Name of Shareholder	**As at 31.03.2019**		**As at 31.03.2018**	
	Number of Shares Held	**% of Holding in that class of shares**	**Number of Shares Held**	**% of Holding in that class of shares**
Equity Shares with Voting Rights				
Narottambhai Grodhanbhai Sarvaiya	400,000	8.11%	400,000	11.11%
Yogeshbhai Devjibhai Makwana	300,000	6.08%	300,000	8.33%
Smt.Sheebaben Yogeshbhai Makwana	300,000	6.08%	300,000	8.33%
Naginbhai Devjibhai Makwana	793,964	16.09%	793,964	22.05%
Trambak D.Makwana	206,000	4.17%	206,000	5.72%
Bharatiben Naginbhai Makwana	200,000	4.05%	200,000	5.56%
Devjibhai Premjibhai Makwana-Huf	200,000	4.05%	200,000	5.56%
Sunil Devjibhai Makwana	821,036	16.64%	800,036	22.22%
Champaben Devjibhai Makwana	200,000	4.05%	200,000	5.56%
Devjibhai Premjibhai Makwana	200,000	4.05%	200,000	5.56%

(iii) The company has issued only one class of shares referred to as equity shares having a par value of Rs. 10/-. All equity shares carry one vote per share without restrictions and are entitled to devidend, as and when declared. All shares rank equally with regards to company's residual assets.

ROPE & FISHING NET

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 3 : RESERVES & SURPLUS		
(a) General Reserve		
Capital Redemption Reserves		
Opening Balance as per last Financial Statements	1,000,000	1,000,000
Add:During The Year		-
Closing Balance	1,000,000	1,000,000
(B) Security Premium		
Opening Balance as per last Financial Statements	-	-
Add:During The Year	40,050,000	-
Less: IPO Expenses	2,874,849	
Closing Balance	37,175,151	-
(b) Surplus in Statement of Profit & Loss		
Opening Balance	14,815,930	22,263,218
Add : Profit for the Year	14,006,630	10,552,712
	28,822,560	32,815,930
Less :	-	-
Proposed Dividend		
Tax on Dividend		
Bonus Share	-	18,000,000
Closing Balance	28,822,560	14,815,930
TOTAL	**66,997,711**	**15,815,930**

	As at 31.03.2019	As at 31.03.2018
Note 4 : LONG TERM BORROWINGS		
Term Loan		
From Bank		
HDFC Bank Car Loan	339,048	460,877
[Secured by Hypothecation charge on Cars]		
[Terms of Repayment: Thirty Six		
Months from the date of sanction].		
State Bank of India	17,142,497	21,334,103
[Secured by Hypothecation charge on Machinery]		
[Terms of Repayment: Eighty Four		
Months from the date of sanction].		
From Others		
Maganbhai L. Chavda	102,910	102,910
Less:		
Current Maturity of Long Term Debt	(3,399,252)	(3,385,828)
TOTAL	**14,185,204**	**18,512,062**
Note 5 : SHORT-TERM BORROWINGS		
Loan Repayable on Demand		
From Bank		
SBI CC A/c No. 31695777938	-	18,490,527
[Fund based working capital limit		
sanctioned against hypothecation of		
all type of stocks, receivables and all		
other current asset of the company]		
From Other Parties	-	-
Loans & Advances From Related Parties	-	9,727,667
Depsoits	-	-
Others	-	-
TOTAL	**-**	**28,218,194**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 6 : TRADE PAYABLES		
Trade Payables	11,143,473	34,103,543
TOTAL	**11,143,473**	**34,103,543**
Note 7 : OTHER CURRENT LIABILITIES		
Current Maturity of Long Term Debt	3,399,252	3,385,828
Income Received Inadvance/Advance From Customers	2,705,719	9,797,017
Other Payable		
Statutory Liabilities	563,730	365,047
Other Liabilities	3,133,667	2,392,724
TOTAL	**9,802,368**	**15,940,616**
Note 8 : SHORT TERM PROVISIONS		
Others:		
Provisions For Income Tax	5,515,104	4,546,580
TOTAL	**5,515,104**	**4,546,580**
Note 10: LONG TERM LOAN AND ADVANCES & DEPOSIT		
Capital Advances		
Secured, Considered Good	-	-
Unsecured, Considered Good	-	-
Doubtful	-	-
	-	-
Security Deposits		
Secured, Considered Good	1,814,998	1,694,462
Doubtful	-	-
	1,814,998	1,694,462
Loans and advances to related parties	-	-
Other Loans and advances	-	-
TOTAL	**1,814,998**	**1,694,462**
Note 11: DEFERRED TAX ASSETS		
Opening Balance	758,117	945,261
ADD		
Created During The Year		-
LESS		
Reversal of Deferred Tax Assets	86,145	187,144
TOTAL	**671,972**	**758,117**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 12 : INVENTORIES		
Raw Materials	2,944,315	3,718,350
Finished Goods	715,608	12,263,637
Semi-Finished Goods	-	-
Consumable Stores	-	-
Trading Goods	-	-
TOTAL	**3,659,923**	**15,981,987**

Finished goods and Semi finished goods are valued at lower of cost or Market value. Cost includes purchase value, freight & octroi, proportionate manufacturing expense, wages & salary to employees, non cenvatable duties and taxes. The quantity and value of the stock as taken & certififed by the directors of the company.

Note 13 : TRADE RECEIVABLES		
Out Standing for More than Six Months		
Secured, Considered Good	3,588,506	4,354,204
Unsecured, Considered Good	-	-
Doubtful	-	-
Out Standing for Less than Six Months		
Secured, Considered Good	72,784,770	78,386,029
Unsecured, Considered Good	-	-
Doubtful	-	-
TOTAL	**76,373,276**	**82,740,233**
Note 14 : CASH AND CASH EQUIVALENTS		
Cash in Hand	3,949	85,511
Deposits with Banks	2,381,033	1,320,136
Security Deposits		-
	2,384,982	1,405,647
Balances with Scheduled Banks		
Indusind Bank A/c	104,247	50,000
HDFC Bank A/c	25,216	-
State Bank of India CC	20,915,549	
State Bank of India-CA	20,406	-
Axis Bank Current A/c	-	4,041,088
	21,065,418	4,091,088
TOTAL	**23,450,400**	**5,496,735**
Note 15 : SHORT TERM LOANS AND ADVANCES		
Loans and Advances to Ralated Parties		
Secured, Considered Good		-
Unsecured, Considered Good		-
Doubtful		-
Other		
Advance Recoverable in cash or in kind or for value to be considered good		
Advance to suppliers of Goods and Services & Expenses	2,530,772	917,197
TOTAL	**2,530,772**	**917,197**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 16: OTHER CURRENT ASSETS		
Prepaid Expenses	92,206	686,840
Balance with Revenue Authorities	8,648,185	10,334,963
Other Current Assets	-	-
TOTAL	**8,740,391**	**11,021,803**

	As at 31.03.2019	As at 31.03.2018
Note 17 : REVENUE FROM OPERATIONS		
Sale Of Product		
Sale of Goods	340,358,436	222,511,077
Less: Sales Returns	-	0
Revenue From Operations	340,358,436	222,511,077
Details of Sales of Products		
- Fishing Nets	193,224,733	103,255,415
- Fishing Ropes	46,534,810	36,743,447
- Mono Niwar	-	8,330,069
- Mono Twine	5,014,013	6,935,069
- Mono Yarn	-	1,981,684
- Plastic Graunals	73,722,745	63,549,180
- Plastic Waste	1,532,470	1,216,214
- Polypropylene PP	19,647,528	-
- Shade Net	682,139	-
TOTAL	**340,358,436**	**222,511,077**
Note 18 : OTHER INCOME		
Interest Income		
Interest On FDR With Bank	212,998	207,980
Interest on Security Deposit with PGVCL	94,386	92,178
Input excise Received	768,900	-
Subsidy Income-IPO	500,000	-
Foregin Exchange Gain	98,604	246,228
Other Income	9,585	482,881
TOTAL	**1,684,474**	**1,029,267**
Note 19 : COST OF MATERIAL CONSUMED		
Consumption of Raw Material		
Inventory at the beginning of the year	3,718,350	3,102,078
Add: Purchase		
Plastic Granuals & Colour	199,142,926	98,117,165
Less : Trade Discount	(4,052,350)	(2,615,340)
Less: Inventory at the end of the year	(2,944,315)	(3,718,350)
Raw Material Consumed (a)	**195,864,610**	**94,885,553**
Consumption of Consumable Stores		
Inventory at the beginning of the year	-	-
Add: Purchases	-	1,462,339
Less: Inventory at the end of the year	-	-
Consumption of Consumable Stores (b)	**-**	**1,462,339**
TOTAL	**195,864,610**	**96,347,892**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 20 : Purchase Of Traded Goods		
Purchase Of Trading Goods :		
Fishing Nets	12,007,324	-
Mono Rope	9,084,062	-
Fishing Twine	3,094,102	
Granules	15,827,950	59,705,898
Less : Purchase Return	-	-
TOTAL	**40,013,438**	**59,705,898**
Note 21 : CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND STOCK IN TRADE		
Inventories at the End of the Year		
- Finished Goods	7	12,263,637
- Semi-Finished Goods	-	-
- Waste	715,601	-
- Trading Goods		-
Inventories at the beginning of the Year		
- Finished Goods	12,263,637	8,650,849
- Semi-Finished Goods	-	-
- Waste	-	-
- Trading Goods	-	-
NET (INCREASE) / DECREASE	**11,548,029**	**-3,612,788**
Note 22 : EMPLOYEE BENEFIT EXPENSES		
Salary, Wages and Bonus	36,279,257	23,834,341
Contribution to Provident and Other Funds	-	1,538
Professional Tax	-	17,500
Staff Welfate Expenses	-	-
Others	-	-
TOTAL	**36,279,257**	**23,853,379**
Salaries, Wages & bonus includes:		
Remuneration to the Managing Directors & other Whole time Directors:	7,450,000	8,150,000
As per Accounting standard 15 " Employee benefits ",the disclosure defined in the accounting standard are given as below:		
Employer's Contribution to Provident fund	-	1,538
Note 23 : FINANCIAL COSTS		
Interest Expenses on:		
Borrowing - Banks	1,931,641	2,697,688
Borrowing - Others	17	61,214
Delayed/Deffered Payment of Govt.Authority	10,742	23,046
Other Borrowing Costs		
Bank Charges/ Commission	370,100	870,642
Processing/Review Fee	184,220	-
TOTAL	**2,496,719**	**3,652,590**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 24 : OTHER EXPENSES		
Manufacturing Expenses		
Repairs & Maintanance	101,406	70,720
Discount & Kasar	-	64,758
Electricity Exp.	11,263,981	12,876,359
Freight & Transportation	981,193	1,989,975
Diesel Expense	1,373,000	-
Packing Charges	47,499	164,038
Labour Service Expense-Jobwork Expense	193,000	-
GST Credit Reversal (CGST, IGST,SGST)	5,675,219	-
Excise Duty & Custom Duty & Other Tax	1,257,489	2,316,666
Administrative expenses.		
Advertisement Expenses	1,815	281,400
Agency Charges	1,159,102	1,205,987
Application Fees	32,465	-
Audit Fees	150,000	150,000
Boiler Inspection	2,100	-
GIDC Charges	-	5,153
Fees & Subscription	30,600	79,906
Insurance Expenses	368,021	461,270
Legal & Professional Fees	330,213	276,690
Valuation Expenses	-	37,420
Post & courier Expenses	1,773	75
Kasar & Discount	90,120	-
Stamp Duty Charges	53,884	739,538
Service Tax Paid	-	95,539
Stationary Expenses	62,798	15,250
Social Walare Expense	245,720	-
Telephone Expenses	753	64,373
Trademark Expense	20,000	-
Travelling Expense	6,000	-
Medical Expenses	-	38,000
Software Expenses	16,404	32,725
Sales & Distribution Expenses		
Business Promotion	67,185	12,508
Quantity Discount/Rate Difference	2,420,955	641,230
Freigh Outward	3,090,897	1,603,380
Cash Discount	597,985	188,104
TOTAL	**29,641,577**	**23,411,064**
Payment to Auditor Includes		
As auditor	150,000	150,000
Expenditure in Foreign Currency		
Travelling Expense	-	-

ROPE & FISHING NET

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31.03.2019	As at 31.03.2018
Note 25 : EARNING PER EQUITY SHARE		
Total operations for the year		
Profit/(loss) after tax	14,006,630	10,552,712
Less: Dividends on convertible preference share & tax thereon		0
Net profit/(loss) available for equity shareholders	14,006,630	10,552,712
Weighted average number of equity shares in calculating basic EPS	4,935,000	3600000
Weighted average number of equity shares in calculating diluted EPS	4,935,000	3600000
Earning Per Share:		
(1) Basic.	2.84	2.93
(2) Diluted.	2.84	2.93

Note 26 : CONTINGENT LIABILITIES

26.1 No provision has been made for gratuity as no employee has yet completed the years in service for the entitlement of the benefits.

26.2 No provision has been made for leave encahsment as the quantum of the liability is not reasonably ascertainable due to the availability of leave encashment benefit and availment of leave any time during the service period of the employees.

Saylon
ROPE & FISHING NET

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

YEARLY REPORT 2018-19
VERA SYNTHETIC LTD.

Note 9 : FIXED ASSET - Depreciation and Amortization Expenses

DEPRECIATION CALCULATION AS PER COMPANIES ACT 2013 ON WDV BASIS

In Rupees

DESCRIPTION	RATE	GROSS BLOCK				ACCUMULATED DEPRECIATION						NET BLOCK	
		As at 1st April 2018	Additions	Disposals / Adjustments/ Retirals	As at 31st Mar 2019	As at 1st April 2018	Depreciation / Amortization Expenses For the year	Impairment losses recognized/ (reversed) in Statement of Profit & Loss	Eliminated on disposal/ Retiral of assets/ Adjustments	Transition adjustment recorded against Surplus balance in Statement of Profit & Loss	As at 31st Mar 2019	W.D.V Current Year	W.D.V Previous Year
VEHICLE													
Maruti Alto Lxi-Ar4csf	52.71%	332,195	-	-	332,195	326,891	2,796	-	-	-	329,687	2,508	5,304
Honda City Car	31.23%	706,619	-	-	706,619	372,458	104,358	-	-	-	476,816	229,803	334,161
													-
PLANT & MACHINERY													-
Plant & Machinery	28.31%	33,104,760	-	-	33,104,760	29,814,854	931,372	-	-	-	30,746,226	2,358,534	3,289,906
Plant & Machinery	18.10%	28,649,750	4,226,500	-	32,876,250	2,862,825	4,790,762	-	-	-	7,653,587	25,222,663	25,786,925
Electric Installation	52.71%	799,296	-	-	799,296	788,497	5,692	-	-	-	794,189	5,107	10,799
													-
LAND & BUILDING													-
Land at Mamsa Plot No.3	0.00%	437,278	-	-	437,278	-	-	-	-	-	-	437,278	437,278
Land at Vartej Plot No.19	0.00%	374,186	-	-	374,186	-	-	-	-	-	-	374,186	374,186
Factory Building Plot No.3	11.73%	7,926,250	-	-	7,926,250	5,087,907	332,938	-	-	-	5,420,845	2,505,405	2,838,343
Office Building New	4.87%	-	7,432,660	-	7,432,660	-	214,402	-	-	-	214,402	7,218,258	-
Office Building.	5.42%	2,517,500	-	-	2,517,500	1,111,058	76,229	-	-	-	1,187,287	1,330,213	1,406,442
													-
OFFICE EQUIPMENT													-
Office Equipment	0.00%	145,300	-	-	145,300	145,090	-	-	-	-	145,090	210	210
Computer & Printer	63.16%	598,952	41,995	-	640,947	561,502	41,336	-	-	-	602,838	38,109	37,450
Mobile	52.71%	61,599	-	-	61,599	59,284	1,220	-	-	-	60,504	1,095	2,315
Water Cooler	45.07%	-	31,500	-	31,500	-	14,197				14,197	17,303	-
Lcd Tv 32" (Videocon)	52.71%	17,000	-	-	17,000	16,324	356	-	-	-	16,681	319	676
Air Conditioner	52.71%	50,300	-	-	50,300	48,829	775	-	-	-	49,605	695	1,471
Furniture and Fixtures	52.71%	28,200	-	-	28,200	27,275	487	-	-	-	27,763	437	925
TOTAL		**75,749,185**	**11,732,655**	**-**	**87,481,840**	**41,222,796**	**6,516,921**	**-**	**-**	**-**	**47,739,717**	**39,742,123**	**34,526,389**
Previous Year		*47,057,798*	*28,691,387*	-	*75,749,185*	*36,420,751*	*4,802,045*	-	-	-	*41,222,796*	*34,526,389*	*10,637,047*

Note: We have considered the put to use date as 1st day of next month after the purchase month in case of plant & Machinery and the depreciation is calculated based on this assumption.

ROPE & FISHING NET

Vera Synthetic Limited
Reg.Office: Office No. UL-27, "Pattani Plaza Complex"
Devubaug, Dairy Road, Bhavnagar-364002
Factory: Plot No.3, Block No.171, Behind Siddhi Gas,
Mamsa, Dist. Bhavnagar 364110
Phone: 0278-2525434
E-mail: info@sujlonropes.com
Website: www.sujlonropes.com