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

19th November, 2018

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

Symbol: VERA

Dear Sir/Madam,

Sub: Minutes of the EXTRA ORDINARY GENERAL MEETING CONVENED ON 19TH November, 2018

We are enclosing herewith copy of the Minutes of the Extra Ordinary General Meeting of the Company held on 19th November, 2018

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

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

Thanking you.

Yours faithfully,

For, **Vera Synthetic Limited**

VERA SYNTHETIC LIMITED • BHAVNAGAR

Sunil D. Makwana

Managing Director

DIN: 00245683

Encl:

1. Summary of Proceedings of Meeting at EGM
2. Minutes
3. Declaration of Voting results by Show of hands

Annexure-1

SUMMARY OF PROCEEDINGS

THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, THE 19TH NOVEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. UL-27, PATTANI PLAZA, DEVUBAUG, DAIRY ROAD, BHAVNAGAR, GUJARAT-364002, AT 11:00 AM

Mr. Sunil D. Makwana, Chairman & Managing Director, welcomed the members at the EGM of the Company and introduce them to the Directors and Key Managerial Personnel sitting on the dias. The Chairman also introduced Mr. Nirav Patel, representing M/s Nirav Patel & Co., Chartered Accountants, Statutory Auditors of the Company.

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

Further, the Notice of EGM was taken as read with the permission of the Members present.

The Chairman briefed the members about the operations and performance of the Company during the half financial year as well as discussed about new plans undergoing in the Company.

The Chairman also explained the members:

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

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

The Chairman thanked the members for their participation.

The Resolutions passed at the Extra Ordinary General Meeting with majority are as under:

Special Business:

Item No. 1

To Appoint Mr. Nirav Patel as a Statutory Auditor for the Five Years.

Item No. 2

To regularize appointment of an Additional Director Ms. Meera Gajera (DIN: 08277500) as a whole time director of since Mr. Nagin D. Makwana (DIN: 01833956) has resigned from the Office of the Whole Time Directorship.

VOTE OF THANKS

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

Date: 19th November, 2018

Place: Bhavnagar

Chairman

Sunil D. Makwana

Annexure-2

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING

THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, THE 19TH NOVEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. UL-27, PATTANI PLAZA, DEVUBAUG, DAIRY ROAD, BHAVNAGAR, GUJARAT-364002, AT 11:00 AM AND CONCLUDED AT 11:45 A.M.

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

1. Mr. Sunil D. Makwana : Chairman and Managing Director
2. Mr. Devjibhai P. Makwana : Director
3. Mr. Dinesh Manilal Patel : Independent Director
4. Mr. Ravi B. Adhiya : Independent Director
5. Mrs. Divya H. Mehta : Independent Director
6. Ms. Meera P. Gajera : Additional Director

In Attendence:

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

Invitee:

1. Mr. Nirav Patel : Statutory Auditor

MEMBERS PRESENT:

Total 11 (eleven) members were present throughout the meeting that constituted valid quorum.

Proxy:

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

CHAIRMAN:

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

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

❖ Notice of the Meeting:

The Chairman instructed Ms. Kruti Shah to read the Notice dated 28th October, 2018 in connection with convening of the Extra Ordinary General Meeting on 19th November, 2018

Ms. Kruti Shah, with the permission of the Members present in the meeting took notice dated 28th October, 2018 as read.

Chairman's Speech:

The Chairman informed the members about the business progress of the Company for the half completed Financial Year and then invited queries, if any, from the member's present at the Meeting. None of the members present were having any query.

Special Business:

Item No. 1

TO APPOINT STATUTORY AUDITOR MR. NIRAV PATEL

The Chairman informed that appointment of Mr. Nirav Patel for Financial Year 2017-18 was under casual vacancy and the same was rectified by the members in the EGM dated 29th November, 2017. Statutory auditor's appointment for the five years is approved by the Board in the meeting held on 26th October, 2018.

Mr. Nagin D. Makwana proposed and Mrs. Sheeba Makwana seconded the proposal that following resolution for reappointment of Mr. Nirav Patel as a Statutory Auditor of the company, be passed as an Ordinary resolution:

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

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

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

Item No. 2

Regularize Appointment of Ms. Meera Gajera as Whole Time Director

The Chairman informed that Mr. Nagin D. Makwana(DIN: 01833956) has resigned from the office of the Whole Time Director on 18th October, 2018 and the same was accepted in the Board Meeting dated 26th October, 2018

Mr. Yogesh D. Makwana proposed and Mrs. Sheeba Makwana seconded the proposal that following resolution for regularizing appointment of Ms. Meera P. Gajera as a Whole Time Director of the company, be passed as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications (s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the consent of the shareholders of the Company, Smt. Meera Gajera(DIN-08277500), be and is hereby appointed as Whole Time Director of the company for a period of five years effective from 19/11/2018, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is place before the meeting, and the Board of Directors be and is hereby authorised to alter and very such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Smt. Meera Gajera.

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

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

The Chairman put the above resolution to vote and on show of hands by the members, the said resolution was declared by the Chairman of the meeting as passed as a Special Resolution. None of the member except Ms. Meera Gajera was interested in the said resolution.

Vote of Thanks:

Mr. Devjibhai P. Makwana, Director proposed a vote of thanks to the Chair and then the Chairman declared meeting as concluded at 11:45 A.M.

The Chairman thanked members for their active participation.

Date: 19th November, 2018

Place: Bhavnagar

Chairman

Sunil D. Makwana

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

Annexure-3

19th November, 2018

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

Symbol: VERA

Dear Sir/Madam,

Sub: Declaration of results of voting by "show of hands" in respect of Extra Ordinary General Meeting Convened on 19TH November, 2018

In terms of Section 107 of the Companies Act, 2013 and Regulation 44 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders of M/s Vera Synthetic Limited had passed the following resolutions by show of hands at the Extra Ordinary General Meeting of the Company held on Monday, the 19th November, 2018 as under:

Based on the Minutes of the Extra Ordinary General Meeting Dated 19th November, 2018, following 2 (Two) resolutions have been duly passed with requisite majority at the EGM:

Item No.	Brief Description of the Resolution	Votes in Favour (Assent) %	Votes in Against (Dissent) %	Passed As
1	Appointment of Statutory Auditor Mr. Nirav Patel for the five years	100.00	Nil	Ordinary Resolution
2	2. Regularize Appointment of Ms. Meera Gajera (DIN: 08277500) As Whole Time Director	100.00	Nil	Special Resolution

Date: 19th November, 2018
Place: Bhavnagar

Chairman
Sunil D. Makwana

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