



VERA SYNTHETIC LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2022-23

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	4
4	Notice of AGM	6
5	Directors' Report	13
6	Annexure to Directors' Report	22
7	Independent Auditor's Report	35
8	Balance Sheet as on 31 st March, 2023	53
9	Statement of Profit & Loss Account	54
10	Cash Flow Statement	66
11	Notes to Financial Statements	67

CORPORATE INFORMATION

CIN: L17110GJ2000PLC037369

BOARD OF DIRECTORS

Mr. Sunil D. Makwana- Chairman & Managing Director

Mrs. Meera Sunil Makwana- 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 Patel & 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 37 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 36 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 69 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. Ravikumar Adhiya, aged 41 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 65 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. Bansari Parin Shah

Mrs. Bansari Parin Shah, aged 35 years, is Independent Director of company with effect from 17th February, 2020. She has completed her graduation in Arts with specialization subject of Economics.

Mr. Bhavik Mehta

Mr. Bhavik Mehta, aged 30 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 completed his 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 30 years, is Company Secretary and Compliance Officer of the company with effect from September 27, 2017. She is qualified Company Secretary by profession and is an associate member of the Institute of Company Secretaries of India. 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 entrusted with the responsibility of handling corporate secretarial functions of our company.

MESSAGE FROM THE CHAIRMAN

Greetings from VERA!

I am delighted 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 leadership qualities. We invest in our people and believe they are one of the major reasons for our success. We believe that growth of our people precedes the growth of the company. We promote leadership within our ranks by offering people greater responsibility with the freedom to perform to their best.

Our growth story, to my mind has been largely due to our Unique Business model as well as our 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 Agricultural Net.

I would also like to declare that our desire for future expansions through increased production by new Machinery and to improve the depth of our business to provide the desired growth 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 striving and 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 continued trust 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 24th ANNUAL GENERAL MEETING (“24th AGM”) and post listing 6th AGM of the members of M/s. Vera Synthetic Limited (“the Company”) will be held on Saturday, the 30th day of September, 2023, 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, 2023 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 Mrs. Meera Sunil Makwana (DIN:08277500), who retires by rotation and being eligible, offers herself for re-appointment.
3. Reappointment of M/s. NIRAV PATEL & CO., Chartered Accountant, (Firm Registration No. 134617W), as Statutory Auditors of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS OF
VERA SYNTHETIC LIMITED**

Place: Bhavnagar
Date: 8th September, 2023

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**



VERA SYNTHETIC LIMITED

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

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, 2023 to 30th September, 2023 (both days inclusive).
5. Please bring copy of the Annual Report at the Annual General Meeting of the Company.
6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.
8. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
9. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under section 136 of the Companies Act, 2013. The Notice of AGM and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the website (www.sujlonropes.com) of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants.
10. Procedure for obtaining the Annual Report, AGM Notice and Annual Report by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:



VERA SYNTHETIC LIMITED

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

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

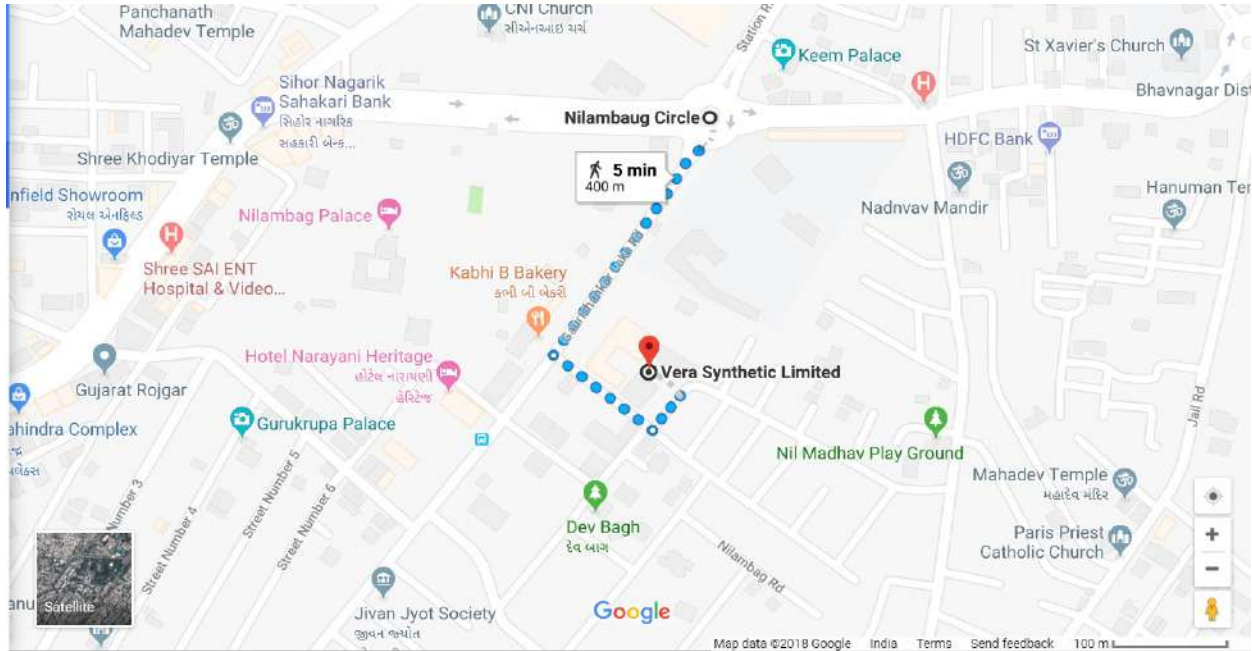
(i) Those Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/update their details with their respective Depository Participant(s) for shares held in electronic form.

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

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

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

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



ANNEXURE TO THE NOTICE DATED 8th September, 2023

12. The meeting shall be complied with taking care of all the safety measures for the prevention of Covid-19

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

Name of Director	Meera Sunil Makwana
Date of Birth	04.06.1987
Qualifications	Master of Business Administration, Chimanbhai Patel Institute of Management & Research, Ahmedabad affiliated with Gujarat from University
Directorship in other Companies/ Partnership Firms	VERA GLOBAL TRADE PRIVATE LIMITED
Shareholding in the Company as at 31.03.2023	436000

BY ORDER OF THE BOARD OF DIRECTORS OF
VERA SYNTHETIC LIMITED

Place: Bhavnagar
Date: 8th September, 2023

Sunil Makwana
Chairman



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: Saturday, 30th September, 2023 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 24th 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, 2023.

(Member's /Proxy's Signature)

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



VERA SYNTHETIC LIMITED

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

ANNEXURE-B

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014] CIN: L17110GJ2000PLC037369

Name of the company: VERA SYNTHETIC LIMITED

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

Name of the member(s): _____

Registered address: _____

E-mail Id: _____

Folio No: _____

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

Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 30th September, 2023 at 11:00 A.M at Office No. UL 27, Pattani Plaza Complex, Devubaug, Dairy Road, Bhavnagar-364002, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Business	For	Against
1	To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2023 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 Mrs. Meera Sunil Makwana (DIN:08277500), who retires by rotation and being eligible, offers herself for re-appointment.		
3	Reappointment of M/s. NIRAV PATEL & CO., Chartered Accountant, (Firm Registration No. 134617W), as Statutory Auditors of the Company.		

Signed thisDay of2023

Affix
Revenue
Stamp



VERA SYNTHETIC LIMITED

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

Signature of shareholder

Signature of proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

DIRECTORS' REPORT

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

Your Directors have pleasure in presenting the 24TH Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March 2023.

1. SUMMARY OF FINANCIAL RESULTS:

Particulars	Current Year 2022-23	Previous Year 2021-22
Total Revenue from operations	40,87,54,220	35,24,13,034
Total Expenditure	38,42,20,390	32,59,37,940
Profit / (Loss) Before Tax	2,45,33,829	2,64,75,094
Provision for Taxation		
(1) Current Tax	58,30,144	68,01,533
(2) Deferred Tax	5,09,179	266.80
(3) Income-tax adj. of earlier years		
Profit / (Loss) after Tax	1,81,94,505	1,96,73,294
Earning Per Equity Share:		
(1) Basic	3.69	3.99
(2) Diluted	3.69	3.99

The Operational Income of the Company has been increased to Rs.40,87,54,220/- compared to Rs.35,24,13,034/- in the previous year. Total expenditure has been increased from Rs. 38,42,20,390/- to Rs.32,59,37,940/-

2. DIVIDEND:

With a view to finance expansion from internal accrual for the growth of the Company, the directors do not recommend any dividend for the year ended March 31, 2023.

3. OPERATIONAL HIGHLIGHTS AND PROSPECTS:

This was a normal year for your Company as it has achieved satisfactory profit.

4. CREDIT FACILITIES

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. 2022-23, there is no changes in the capital structure of Company.

6. MATERIAL CHANGES

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

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 risks and 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 Operations risk, Market risk, Government policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks. The Policy on Risk Management is available 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 the Companies Act, 2013 during the year under review and hence the furnishing the said

information is not applicable except transaction with directors which are executed at arm's length in ordinary course of business for which details are provided in audit report.

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 advances were given to directors as advance/ security deposit to transact business at arm's length in ordinary course of business. But due to unavoidable circumstances the business could not be carried out and therefore the advances / security deposit given to directors were returned back within one year of time period. The Company as has taken cautious steps so that no default is made and interest of stakeholders is not affected at large.

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 no changes in the Directors and Key Managerial Personnel.

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, 2023, 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	05	YES	NIL
2	Mr. Devjibhai P. Makwana	Promoter Group & Executive Director	00359412	05	YES	NIL
3	Mr. Dinesh M. Patel	Non Executive & Independent Director	07931168	05	YES	NIL
4	Mr. Ravi B. Adhiya	Non Executive & Independent Director	07931175	05	YES	NIL
5	Mrs. BansariParin Shah	Non Executive & Independent Director	08695482	05	YES	NIL
6	Mrs. Meera Sunil Makwana	Promoter Group & Whole time Director	08277500	05	YES	NIL

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, Mrs. Meera Sunil Makwana and Mr. Devjibhai P. Makwana.
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.

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.

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 annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

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. Ravikumar Adhiya- Chairman Mrs. Bansari Shah- Member Mr. Dineshbhai Patel- Member Mr. Sunil Makwana - Member
2	STAKEHOLDER'S RELATIONSHIP COMMITTEE	Mr. Ravikumar Adhiya- Chairman Mrs. Bansari Shah- Member Mrs. Meera Sunil Makwana – Member
3	NOMINATION AND REMUNERATION COMMITTEE	Mr. Ravikumar Adhiya- Chairman Mrs. Bansari Shah- Member Mr. Dineshbhai Patel- Member

1. Audit Committee

The Board has accepted all recommendations of the Audit Committee made during the financial year 2021-22.

During the year under review, the Audit Committee of the Company met four (05) times viz 16TH May, 2022, 30th August 2022, 4th September, 2022, 14th November, 2022 and 11th March, 2023.

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. Ravikumar Adhiya	05
2	Mr. Dineshbhai Patel	05
3	Mr. Sunil Makwana	05
4	Mrs. Bansari Shah	05

2. Stakeholder's Relationship Committee

During the year under review, the Stakeholder Relationship Committee of the Company met once on 17th February, 2023

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

Sr. No.	Name of the Member	No. of meetings attended
1	Mr. Ravikumar Adhiya	01
2	Mrs. Bansari Parin Shah	01
3	Mrs. Meera Sunil Makwana	01

3. Nomination and Remuneration Committee

During the year under review, the Nomination and Remuneration Committee of the Company met once on 30th August, 2022.

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. Ravikumar Adhiya	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	16.05.2022	Mr. Sunil D. Makwna
2	30.08.2022	Mr. Sunil D. Makwna
3	04.09.2022	Mr. Sunil D. Makwna
4	14.11.2022	Mr. Sunil D. Makwna
5	11.03.2023	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	30.09.2022	Annual 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 shall be uploaded at below mentioned path of the company

<https://sujlonropes.com/investors/financials/annualreturn>

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 a Statutory Auditor of the Company. Shareholders has approved his appointment as a statutory auditor as on 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 2022-23 has been complied by the Secretarial Auditor M/s **M K SAMDANI & CO.** (Practising **Company Secretaries**) The Secretarial Audit Report for the financial year ended 31st March, 2023 is annexed herewith marked as **Annexure-IV** 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 2022-23 has been complied by the Internal Auditor **M/s. SHAH RAJ AND ASSOCIATES., (F.R.No. 152644W)** (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 commensurate with its size and nature of its business.

20. SHARES:

Initial Public Offer:

The company has not any offered securities to 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 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial 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 2022-23. Company is MSME company hence the cost audit is not applicable.

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 has adopted an Anti-harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman & Managing Director. All female employees are covered under the policy. There was no complaint received from any employee during the financial year 2022- 23 and hence, no complaint is outstanding as on March 31, 2023 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 III** 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:06.09.2023

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

SD/-
Sunil Makwana
Chairman & MD
DIN: 00245683

SD/-
Meera Sunil Makwana
Whole Time Director
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	2022-23	2021-22
1	Electricity:		
	Unit	24,73,676	21,32,719
	Total Amount (in Rupees)	1,79,34,156	1,50,53,064
	Rate/Unit	7.25/-	7.05/-

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	2022-23	2021-22
1	Earning from Export during the Year	27,71,122	2,92,10,129
2	Outgo of Foreign Exchange	10,38,153	6,44,068

Dated:06.09.2023

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

SD/-
Sunil Makwana
Chairman & MD
DIN: 00245683

SD/-
Meera Sunil Makwana
Whole Time Director
DIN: 08277500

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, 2023

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 Value Rs.6,60,68,307/-	N.A.	NIL
Macfil Global Pvt.Ltd. Group Company	Sales Of Goods	Ordinary Course of Business	Transaction Value Rs.2,41,90,238/-	N.A.	NIL
Macfil Global Pvt.Ltd. Group Company	Purchase Of Goods	Ordinary Course of Business	Transaction Value Rs.3,06,95,257/-	N.A.	NIL

Macfil Industries Associates Concern	Purchase Of Goods	Ordinary Course of Business	Transaction Value Rs.88,43,155/-	N.A.	NIL
Macfil Industries Associates Concern	Sale Of Goods	Ordinary Course of Business	Transaction Value Rs.29,35,715/-	N.A.	NIL
Vera Global Trade Pvt.Ltd. Group Company	Sales Of Goods	Ordinary Course Of Business	Transaction Value Rs.72,69,844/-	N.A.	NIL
Olive Industries Associates Concern	Purchase Of Goods	Ordinary Course of Business	Transaction Value Rs.24,78,916/-	N.A.	NIL
Olive Industries Associates Concern	Sales Of Goods	Ordinary Course of Business	Transaction Value Rs.74,66,649/-	N.A.	NIL
SurajMultifilaments Associates Concern	Purchase Of Goods	Ordinary Course of Business	Transaction Value Rs.42,61,152/-	N.A.	NIL

Dated: 06.09.2023

For and on behalf of the Board of Directors of

VERA SYNTHETIC LIMITED

SD/-

**Sunil Makwana
Chairman & MD
DIN: 00245683**

SD/-

**Meera Sunil Makwana
Whole Time Director
DIN: 08277500**

ANNEXURE III**Management Discussion and Analysis**

A)	INDUSTRY STRUCTURE AND DEVELOPMENTS
	<p>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.</p> <p>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 products have been diversified into plastic engineering products.</p> <p>Developments: Modernization and expansion into more value added products and Technological development has been the tradition of your Company. Innovation & development is the key for growth in any forward looking company.</p>
B)	OPPORTUNITIES
	India emerges as the World's fastest growing large economy with projected GDP growth. This is an opportunity for demand in plastic engineering products.
C)	THREATS
	Increasing competition from domestic and foreign players could lead to margin contraction due to pricing pressure. Some of the larger global players are already present in India. Highly fluctuating price of granules which is the principle input to the plastic Industry, continues to be of serious concern. The rising cost of production, especially due to wage increase and rise in prices of other materials & services, short & stringent delivery schedule by customers in the background of highly volatile plastic product prices, Fiscal policy of government encouraging imports of inputs which are detrimental to Indian Plastic Industry, competition from other leading manufacturers etc. continue to threaten the profitability of your Company. Competition, whether domestic or international, is always a challenge 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 prices plays a vital role and could significantly affect your Company's turnover. Your Company 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 and the other emerging economies of Asia. Your Company also continuously keeps working on

	<p>getting approvals from new and renowned customers to increase its market share commensurate with its capacity.</p> <p>Intense competition in the market could affect our cost advantages and result in decreased turnover. Failure to complete fixed price, fixed time frame deliveries could result in lower revenues of the company. The business of your Company could suffer if we fail to anticipate and develop new products and enhance existing range to keep pace with the rapid changes in the plastic industry. Currency fluctuations could affect the results of operations.</p> <p>Your Company's manufacturing facilities are based in India. Any changes in the legal, fiscal and other regulatory regimes of our country could affect our performance. In the event that the Government of India brings about any changes in import tariffs in India and reduction or curtailment of income tax benefits available to some of our operations in India can pose risks to your Company. It also has a wide customer base and changes in the legal, fiscal or regulatory regimes can also affect the competitiveness of our product and affect your Company's performance.</p>																																																			
G)	INTERNAL CONTROL SYSTEM																																																			
	<p>The Company has implemented internal control system at floor to shop level and we believe that Internal controls and systems implemented are adequate. These are also reviewed periodically by the Board and efforts are made to improve further, wherever possible.</p>																																																			
H)	DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE																																																			
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Current Year 2022-23</th> <th>Previous Year 2021-22</th> <th></th> </tr> </thead> <tbody> <tr> <td>Total Revenue from operations</td> <td>40,87,54,220</td> <td>35,24,13,034</td> <td></td> </tr> <tr> <td>Total Expenditure</td> <td>38,42,20,390</td> <td>32,59,37,940</td> <td></td> </tr> <tr> <td>Profit / (Loss) Before Tax</td> <td>2,45,33,829</td> <td>2,64,75,094</td> <td></td> </tr> <tr> <td>Provision for Taxation</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (4) Current Tax</td> <td>58,30,144</td> <td>68,01,533</td> <td></td> </tr> <tr> <td> (5) Deferred Tax</td> <td>5,09,179</td> <td>266.80</td> <td></td> </tr> <tr> <td> (6) Income-tax adj. of earlier years</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Profit / (Loss) after Tax</td> <td>1,81,94,505</td> <td>1,96,73,294</td> <td></td> </tr> <tr> <td>Earning Per Equity Share:</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (3) Basic</td> <td>3.69</td> <td>3.99</td> <td></td> </tr> <tr> <td> (4) Diluted</td> <td>3.69</td> <td>3.99</td> <td></td> </tr> </tbody> </table>	Particulars	Current Year 2022-23	Previous Year 2021-22		Total Revenue from operations	40,87,54,220	35,24,13,034		Total Expenditure	38,42,20,390	32,59,37,940		Profit / (Loss) Before Tax	2,45,33,829	2,64,75,094		Provision for Taxation				(4) Current Tax	58,30,144	68,01,533		(5) Deferred Tax	5,09,179	266.80		(6) Income-tax adj. of earlier years				Profit / (Loss) after Tax	1,81,94,505	1,96,73,294		Earning Per Equity Share:				(3) Basic	3.69	3.99		(4) Diluted	3.69	3.99				
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I)	HUMAN RESOURCES DEVELOPMENT																																																			
	<p>Training:</p> <p>Training to employees at all levels is provided regularly to develop the knowledge and skills. The management is fully committed to the development of its human resources. Your Company aims at providing in-class training to each employee.</p> <p>Every new recruit receives complete safety training and on the job training from his colleagues / supervisor. Functional and developmental training is provided from time-to-time to all employees to enhance their skills and productivity. There is an all round support from the management to the development of human resources.</p> <p>Knowledge Management:</p> <p>Vera Group has a practice of sharing experiences of one company with other group companies</p>																																																			

in various fields of production / finance / marketing. Knowledge Management is being developed by involving and sharing of information on key performance parameters at all levels which results in an overall improvement. This has been formalized by having a daily Business Meeting which is held at all locations of the group companies.

Industrial Relations:

Your Company continues to maintain healthy and cordial industrial relations. The values and the culture of the group foster family feelings amongst all its employees.

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

For the financial year ended on March 31, 2023

**[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, 2023** 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, 2023 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 SMEEMerge platform of NSE and this is a second year of its listing.

For M/s. M K SAMDANI & CO.

Company secretaries,

SD/-

CS Megha Kamal Samdani

Proprietor

ACS: 41630, C P No 21853

Place: Ahmedabad

Dated: 06.09.2023

UDIN: A041630E000958414

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 M/s. M K SAMDANI & CO.
Company secretaries,
SD/-
CS Megha Kamal Samdani
Proprietor
ACS: 41630, C P No 21853
Place: Ahmedabad
Dated: 06.09.2023
UDIN: A041630E000958414

ANNUAL ACCOUNTS

FOR THE ACCOUNTING YEAR

2022 - 2023

OF

VERA SYNTHETIC LIMITED

OFFICE NO, UL-27, PATTANI PLAZA, DEVUBAG,
DAIRY ROAD, BHAVNAGAR, BHAVNAGAR,
GUJARAT-364002

BY
AUDITORS :

NIRAV PATEL & CO. CHARTERED ACCOUNTANTS

310, SUVARNADEEP COMPLEX, NR. TBZ
SHOWROOM, SAHAKARI HAAT, BHAVNAGAR-
364001 GUJARAT

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
VERA SYNTHETIC LTD.,
Bhavnagar.

Opinion

We have audited the standalone financial statements of **VERA SYNTHETIC LTD.**, which comprise the balance sheet as at **31st March 2023**, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [in which are included the Returns for the year ended on that date audited by the branch auditors of the Company's branches located at (location of branches is **NIL**)].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 **March 31, 2023**, and its profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013

And the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We have obtained sufficient evidence we do not have doubt about the company's ability to continue as going concern.

Key Audit Matters

We reasonably believe that there were no such key audit matter in accordance with SA 701 come across during our audit.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the

company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in

extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

Other Matters are NIL.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 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**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - c. The reports on the accounts of the branch offices (**NIL**) of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
 - d. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches (**NIL**) not visited by us.

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

f. On the basis of written representations received from the directors as on **March 31, 2023** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2023** from being appointed as a director in terms of Section 164(2) of the Act.

g. 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**".

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 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.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any

manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

For, Nirav Patel & Co.

Chartered Accountants

F.No.: 134617W

(Nirav B. Patel)

Partner

M.N.: 149360

UDIN: 23149360BGVBOA4204

Place: Bhavnagar

Date: 29/05/2023

ANNEXURE-A**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2023****To,****The Members of Vera Synthetic Limited,****1. In Respect of Property, Plant and Equipments**

- a) (i) The company has maintained proper records in computerized format showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(ii) The company does not have any intangible assets.
- b) The company has a regular program of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. Accordingly, Property, Plant and Equipment of some plants &/or offices of the company were verified by internal staff during the year and no material discrepancies were noticed on such verification.
- c) In our opinion, the periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. We also suggest to get it verified from external agencies once in three years.
- d) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.
- e) According to the information and explanations given to us, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. This Sub clause is not applicable since there are no revaluation is done during period covered under audit.
- f) According to the information and explanations given to us and on our verification, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.

2. In Respect of Inventories

- a) According to the information and explanations given to us, the inventories of Finished Goods, Raw Materials and store & spares have been physically verified by the management during the year. In our opinion, the periodicity and procedure of physical verification is reasonable having regard to the size of the company and the nature of its business. There are no discrepancies in inventories of 10 % or more in the aggregate for each class of inventory were noticed.
- b) According to the information and explanations given to us during any point of time of the year, the company has not been sanctioned/renewed working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.

3. In Respect of Granting any kind of loans and advances

As informed by the company, company has not granted any 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 were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the furnishing the said information is not applicable except transaction with directors which are executed at arm's length in ordinary course of business for which details are provided in audit report. 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

The company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable.



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

According to the information and explanation given to us, the company has not accepted any deposit from the public or amounts which are deemed to be deposits within the meaning of section 73 to 76 or the directives issued by the Reserve Bank of India or any other relevant provisions of companies Act, 2013 and the Rules framed there under and as such, reporting under this clause is not applicable to the company.

6. Maintenance of cost records

According to the information and explanations given to us, maintenance of cost records by the company has been specified by central Government under sub section (1) of the section 148 of the companies Act, 2013. We have broadly reviewed such cost records and we are of the opinion that, prima facie, such accounts and records have been made and maintained. We have not however made a detailed examination of records with a view to determine whether they are accurate and complete.

7. Deposit of statutory Dues

- a) According to the records of the company and information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, custom duty, duty of excise, value added tax , cess and other statutory dues with the appropriate authorities where applicable. There is no arrear of outstanding statutory dues as at 31st March, 2023 for a period of more than six months from the date they became payable except Rs.8.02 Lac of Professional Tax.
- b) According to the records of the company and information and explanations given to us, there are no disputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, custom duty, duty of excise, value added tax , cess and other statutory dues as on 31st March, 2023.

Name of the Statue	Nature of Dues	Period to which amount relates	Forum where dispute is pending	Amount (In Lac)
Income Tax Act,1962	Outstanding Demand	A.Y. 2016-17	CPC	3.58



Income Tax Act,1962	Outstanding TDS Demand	Various AYs.	CPC TDS	2.53
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8. Unrecorded Transaction

We have not found any transactions which were not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year.

9. Repayment of Loans and borrowings

- a) According to our observation and the information and explanations given to us, the Company has not defaulted in repayment of loan or borrowing to financial institutions, banks or government.
- b) According to our observation and the information and explanations given to us, the company has not declared willful defaulter by any bank or financial institution or other lender;
- c) According to our observation and the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained; no diversification is made of loans during the period of Audit.
- d) According to our observation and the information and explanations given to us, funds raised on short term basis have been utilized for short term purposes only.
- e) According to our observation and the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to our observation and the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. Utilization of Money Raised by Public Offers and Term Loan for which they raised and Compliance under section 42 and 62 of companies Act, 2013

- a) According to our observation and the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year.
- b) According to the records of the company and information and explanations given to us the company has not made any preferential allotment or private placement of



shares or convertible debentures (fully, partially or optionally convertible) within the meaning of section 42 and 62 of Companies Act, 2013 during the year and as such, reporting under this clause is not applicable to the company.

11. Reporting of fraud During the Year

- a) Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c) No whistle-blower complaints were received by the company and not provided to us by the company.

12. Compliance by Nidhi company Regarding net owned Fund to deposit Ratio

In our opinion and according to the information and explanations given to us, the company is not a Nidhi company and as such, reporting under this clause is not applicable to the company.

13. Related Party Compliance with Section 177 and 188 of Companies Act -2013

According to the records of the company and the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the companies Act, 2013 where applicable and details of such transactions have been disclosed in note no 1 in the financial statements as required by the applicable accounting standards, where applicable.

The advances were given to directors as advance/ security deposit to transact business at arm's length in ordinary course of business. But due to unavoidable circumstances the business could not be carried out and therefore the advances / security deposit given to directors were returned back within one year of time period. The Company as has taken cautious steps so that no default is made and interest of stakeholders is not affected at large.

14. Regarding Internal Audit System

- a) The company has an internal audit system commensurate with the size and nature of its business.



- b) The reports of the Internal Auditors for the period under audit were provided to us while making statutory Audit report hence we have considered the same.

15. Compliance under Section 192 of Companies Act – 2013

According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him/her and such, reporting under this is not applicable to the company.

16. Requirements of Registration under 45 – IA of Reserve Bank of India Act,1934

In our opinion, the company is not required to be registered under section 45-IA of the reserve bank of India Act 1934 and as such, reporting under this clause is not applicable to the company.

17. Reporting of cash losses

Based on the financial information provided to us and verification of the same we are of the opinion that the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

18. Reporting on resignation of Statutory Auditor

There has not been any resignation of the statutory auditors during the year.

19. Reporting on the uncertainty of the company capable of meeting its liabilities

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one



year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. Reporting on Transfer of Unspent Amount of CSR to fund specified in Schedule VII of Companies Act,2013

This Clause is not applicable as Company is not liable to create CSR Fund.

21. Reporting on Qualification or adverse remarks on consolidated financial statement

This Clause is not applicable as company is not liable to prepare Consolidated financial Statements.

For, Nirav Patel & Co.
Chartered Accountants
F.No.134617W

(Nirav B. Patel)
Partner
M. No. 149360
UDIN: 23149360BGVBOA4204

Place: Bhavnagar
Date: 29/05/2023

"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, 2023** 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 judgment, 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, 2023**, 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

F.No.: 134617W

(Nirav B. Patel)

Partner

M.N.: 149360

UDIN: 23149360BGVBOA4204

Place: Bhavnagar

Date: 29/05/2023

VERA SYNTHETIC LIMITED
CIN : L17110GJ2000PLC037369
BALANCE SHEET AS AT 31/03/2023

In ₹ Lakhs

Particulars	Note No.	as at 31/03/2023	as at 31/03/2022
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	493.50	493.50
Reserves and surplus	2.2	1419.63	1237.68
Money received against share warrants		-	-
		1913.13	1731.18
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	2.3	53.45	109.01
Deferred tax liabilities (Net)	2.4	0.87	-
Other Long term liabilities		-	-
Long-term provisions		-	-
		54.31	109.01
Current liabilities			
Short-term borrowings	2.5	59.31	59.31
Trade payables	2.6		
Total outstanding dues of micro enterprises and small enterprises		9.04	6.05
Total outstanding dues of creditors other than micro enterprises and small enterprises		108.61	249.80
Other current liabilities	2.7	116.62	128.78
Short-term provisions	2.8	58.02	67.21
		351.60	511.15
TOTAL		2319.04	2351.34
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible Assets			
Property, Plant and Equipment	2.9	608.49	304.76
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		608.49	304.76
Non-current investments		-	-
Deferred tax assets (net)	3.0	-	4.22
Long-term loans and advances		-	-
Other non-current assets	3.1	24.36	23.41
		632.86	332.40
Current assets			
Current investments		-	-
Inventories	3.2	313.11	206.06
Trade receivables	3.3	915.90	853.25
Cash and cash equivalents	3.4	198.50	218.28
Short-term loans and advances	3.5	34.98	584.44
Other current assets	3.6	223.70	156.91
		1686.18	2018.94
Accounting Policies and Notes on Accounts	1.0		
TOTAL		2319.04	2351.34

In terms of our attached report of even date
For NIRAV PATEL & CO.
CHARTERED ACCOUNTANTS
FRN : 0134617W

For VERA SYNTHETIC LIMITED

NIRAV B PATEL
(PARTNER)

SUNIL D MAKAWANA
(MANAGING DIRECTOR)

MEERA S MAKAWANA
(WHOLE TIME
DIRECTOR)

Place : Bhavnagar
Date : 29/05/2023
UDIN : 23149360BGVBOA4204

(DIN : 00245683)

(DIN : 08277500)

VERA SYNTHETIC LIMITED
CIN : L17110GJ2000PLC037369
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2023

In ₹ Lakhs except earning per share

Particulars	Note No.	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Revenue from operations	3.7	4070.60	3498.40
Other income	3.8	16.94	25.73
Total Income		4087.54	3524.13
Expenses			
Cost of materials consumed	3.9	1884.80	1211.03
Purchases of Stock-in-Trade	4.0	1165.92	1306.08
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	4.1	(111.48)	(30.35)
Employee benefits expense	4.2	447.81	360.96
Finance costs	4.3	16.11	15.54
Depreciation and amortization expense	4.4	48.69	50.67
Other expenses	4.5	390.36	345.46
Total expenses		3842.20	3259.38
Profit before exceptional and extraordinary items and tax		245.34	264.75
Exceptional items		-	-
Profit before extraordinary items and tax		245.34	264.75
Extraordinary Items		-	-
Profit before tax		245.34	264.75
Tax expense:	4.6		
Current tax		58.30	68.02
Deferred tax		5.09	-
Profit/(loss) for the period from continuing operations		181.95	196.73
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit/(loss) for the period		181.95	196.73
Earnings per equity share:	4.7		
Basic		3.69	3.99
Diluted		3.69	3.99

In terms of our attached report of even date
For NIRAV PATEL & CO.
CHARTERED ACCOUNTANTS
FRN : 0134617W

For VERA SYNTHETIC LIMITED

NIRAV B PATEL
(PARTNER)

SUNIL D MAKAWANA
(MANAGING DIRECTOR)
(DIN : 00245683)

MEERA S MAKAWANA
(WHOLE TIME
DIRECTOR)
(DIN : 08277500)

Place : Bhavnagar
Date : 29/05/2023
UDIN : 23149360BGVBOA4204

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2023**Note No. 2.1 Share Capital**

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Authorised		
7000000 (7000000) Equity Shares of ₹ 10/- Par Value	700.00	700.00
	700.00	700.00
Issued		
4935000 (4935000) Equity Shares of ₹ 10/- Par Value	493.50	493.50
	493.50	493.50
Subscribed		
4935000 (4935000) Equity Shares of ₹ 10/- Par Value	493.50	493.50
	493.50	493.50
Paidup		
4935000 (4935000) Equity Shares of ₹ 10/- Par Value Fully Paidup	493.50	493.50
	493.50	493.50

Holding More Than 5%

Particulars	as at 31/03/2023		as at 31/03/2022	
	Number of Share	% Held	Number of Share	% Held
Bharatiben Naginbhai Makwana	200000	4.05	200000	4.05
Champaben Devjibhai Makwana	200000	4.05	200000	4.05
Devjibhai Premjibhai Makwana	200000	4.05	200000	4.05
Devjibhai Premjibhai Makwana-Huf	200000	4.05	200000	4.05
Naginbhai Devjibhai Makwana	793964	16.09	793964	16.09
Smt.Sheebaben Yogeshbhai Makwana	300000	6.08	300000	6.08
Sunil Devjibhai Makwana	831536	16.85	831536	16.85
Trambak D.Makwana	206000	4.17	206000	4.17
Yogeshbhai Devjibhai Makwana	300000	6.08	300000	6.08
Narottambhai Grodhanbhai Sarvaiya	0	0.00	400000	8.11

Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting period

In ₹ Lakhs

Particulars	as at 31/03/2023		as at 31/03/2022	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	4935000	493.50	4935000	493.50
Add : Issue	0	0.00	0	0.00
Less : Bought Back	0	0.00	0	0.00
Others	0	0.00	0	0.00
Number of shares at the end	4935000	493.50	4935000	493.50

Shareholding of Promoters**Shares held by promoters as at 31/03/2023****Equity Shares of ₹ 10**

Shares held by promoter at the end of year				% change during the year
SN	Promoters Name	No. of Shares	% of total shares	
1	Sunil Devjibhai Makwana	831536	16.85	0
2	Nagin D. Makwana	793964	16.09	0
3	Yogesh Devjibhai Makwana	300000	6.08	0
4	Trambak Devjibhai Makwana	206000	4.17	0
5	Devjibhai Premjibhai Makwana	200000	4.05	0
6	Bhartiben N. Makwana	200000	4.05	0
7	Champaben Devjibhai Makwana	200000	4.05	0
8	Devjibhai Premjibhai Makwana - HUF	200000	4.05	0

Shares held by promoters as at 31/03/2022

EquityShares of ₹ 10

Shares held by promoter at the end of year				% change during the year
SN	Promoters Name	No. of Shares	% of total shares	
1	Sunil Devjibhai Makwana	831536	16.85	0
2	Nagin D. Makwana	793964	16.09	0
3	Yogesh Devjibhai Makwana	300000	6.08	0
4	Trambak Devjibhai Makwana	206000	4.17	0
5	Devjibhai Premjibhai Makwana	200000	4.05	0
6	Bhartiben N. Makwana	200000	4.05	0
7	Champaben Devjibhai Makwana	200000	4.05	0
8	Devjibhai Premjibhai Makwana - HUF	200000	4.05	0
9	Meera P Gajera	39000	0.79	0

Note No. 2.2 Reserve and Surplus

Particulars	In ₹ Lakhs	
	as at 31/03/2023	as at 31/03/2022
General Reserve - Opening	10.00	10.00
Addition	0.00	0.00
Deduction	0.00	0.00
	10.00	10.00
Securities Premium Opening	371.75	371.75
	371.75	371.75
Profit and Loss Opening	855.93	659.20
Amount Transferred From Statement of P&L	181.95	196.73
	1037.88	855.93
	1419.63	1237.68

Note No. 2.3 Long Term Borrowings

Particulars	In ₹ Lakhs	
	as at 31/03/2023	as at 31/03/2022
Term Loan		
Banks	53.45	109.01
	53.45	109.01

Note No. 2.4 Deferred Taxes

Particulars	In ₹ Lakhs	
	as at 31/03/2023	as at 31/03/2022
Deferred Tax Assets		
Other	0.00	4.22
	0.00	4.22
Deferred Tax Liabilities		
Other	0.87	0.00
	0.87	0.00

Note No. 2.5 Short Term Borrowings

Particulars	In ₹ Lakhs	
	as at 31/03/2023	as at 31/03/2022
Current maturities of long term borrowings	59.31	59.31
	59.31	59.31

Note No. 2.6 Trade Payables

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1	1-2 years	2-3 years	More than 3	Not due	
as at 31/03/2023						
						In ₹ Lakhs

	year			years		
(i) MSME	9.04	0.00	0.00	0.00	0.00	9.04
(ii) Others	89.18	18.15	0.00	1.27	0.00	108.61
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00

as at 31/03/2022

In ₹ Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not due	
(i) MSME	3.71	1.07	0.00	1.27	0.00	6.05
(ii) Others	226.56	23.25	0.00	0.00	0.00	249.80
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00

Note No. 2.7 Other Current Liabilities

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Other payables		
Tax Payable	11.61	10.33
Other Accrued Expenses	48.44	30.98
Other Current Liabilities	56.57	87.47
	116.62	128.78

Note No. 2.8 Short Term Provisions

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Tax Provision		
Current Tax	58.02	67.21
	58.02	67.21

Note No. 2.9 Property, Plant and Equipment

In ₹ Lakhs

Particulars	Gross					Depreciation					Impairment				Net	
	Openi ng as at 01/04 /2022	Additi on	Deduc tion	Reval uation	Closing as at 31/03/ 2023	Openi ng as at 01/04 /2022	Durin g Period	Deduc tion	Other Adj.	Closing as at 31/03/20 23	Openin g as at 01/04/ 2022	During Period	Reversa l	Closing as at 31/03/20 23	Closin g as at 31/03 /2023	Closin g as at 31/03 /2022
Land																
Free Hold Land																
Land at Mamsa Plot no. 3	4.37				4.37									4.37	4.37	
Land at Vartej Plot no. 19	3.74				3.74									3.74	3.74	
Total	8.11				8.11									8.11	8.11	
Building																
Office Building																
Office Building	25.18				25.18	13.92	0.61		14.53					10.64	11.25	
Office Building New	98.51	15.86			114.36	14.85	4.33		19.18					95.18	83.66	
Total	123.68	15.86			139.54	28.77	4.94		33.71					105.83	94.91	
Factory Building																
Factory Building Plot no. 3	79.26				79.26	62.03	2.02		64.05					15.21	17.23	
Total	79.26				79.26	62.03	2.02		64.05					15.21	17.23	
Plant and Machinery																
Plant & Machinery	331.05				331.05	322.36	2.46		324.82					6.23	8.69	
Plant & Machinery -1	383.09	353.74	25.76		711.07	211.65	36.92		248.57					462.49	171.43	
ELECTRIC INSTALLATION	8.75	1.07			9.82	8.36	0.45		8.80					1.02	0.40	
Total	722.89	354.81	25.76		1051.94	542.37	39.83		582.19					469.75	180.52	
Equipments																
Office Equipments																

OFFICE EQUIPMENT	1.45		0.00		1.45	1.45				1.45					0.00	
Total	1.45		0.00		1.45	1.45				1.45					0.00	
Computer Equipments																
Computer & Printer	8.73	0.63			9.36	8.50	0.26			8.76				0.59	0.23	
Total	8.73	0.63			9.36	8.50	0.26			8.76				0.59	0.23	
Other Equipments																
Mobile	0.62		0.01		0.61	0.61				0.61					0.01	
Water Cooler	0.32				0.32	0.29	0.01			0.30				0.02	0.03	
Lcd Tv 32" (Videocon)	0.17		0.00		0.17	0.17				0.17					0.00	
Air Conditioner - 1	0.50				0.50	0.50				0.50				0.01	0.01	
Air Conditioner - 2	0.23				0.23	0.18	0.02			0.20				0.03	0.05	
Water Tank		6.28			6.28		0.32			0.32				5.96		
Total	1.83	6.28	0.01		8.10	1.74	0.36			2.09				6.01	0.10	
Furniture and Fixtures																
Furniture & Fixture	0.28		0.00		0.28	0.28				0.28					0.00	
FURNITURE & FIXTURES		0.63			0.63		0.14			0.14				0.49		
Total	0.28	0.63	0.00		0.90	0.28	0.14			0.41				0.49	0.00	
Vehicles																
Motor Vehicles																
Motor Car / Vehicle	6.65				6.65	3.01	1.14			4.14				2.50	3.64	
Maruti Alto Lxi - Ar4csf	3.32		0.00		3.32	3.32				3.32					0.00	
Total	9.97		0.00		9.97	6.33	1.14			7.46				2.50	3.64	
Grand Total	956.22	378.20	25.78	0.00	1308.64	651.46	48.69	0.00	0.00	700.14	0.00	0.00	0.00	0.00	608.49	304.76
Previous	1048.13	4.54	96.46	0.00	956.22	600.79	50.67	0.00	0.00	651.46	0.00	0.00	0.00	0.00	304.76	447.34

1. Capital Subsidy amount received on plant and machinery were deducted from the opening balance of respective assets.

Note No. 3.1 Other non-current assets

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Trade Receivable		
Secured, Considered Good		
Secured, Considered Good		
Security Deposits	24.36	23.41
	24.36	23.41

Note No. 3.2 Inventories

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Raw Material		
Granuals HDPE	45.81	66.00
RP Granuals	15.77	0.00
Work in Progress		
Waste	9.79	5.38
Finished Goods		
Fishing Net	241.75	134.68
	313.11	206.06

Note No. 3.3 Trade receivables

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Trade Receivable		
Secured, considered good		
Within Six Months	744.26	650.84
Exceeding Six Months	171.64	202.41
	915.90	853.25

Ageing Schedule as at 31/03/2023

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Not due	
(i) Undisputed Trade receivables - considered good	746.60	96.74	71.46	1.09	0.00	0.00	915.90
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables considered	0.00	0.00	0.00	0.00	0.00	0.00	0.00

good							
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Ageing Schedule as at 31/03/2022

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Not due	
(i) Undisputed Trade receivables - considered good	650.84	80.56	121.85	0.00	0.00	0.00	853.25
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Note No. 3.4 Cash and cash equivalents

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Cash in Hand	5.39	3.61
Balances With Banks	193.10	214.67
	198.50	218.28

Note No. 3.5 Short-term loans and advances

In ₹ Lakhs

Particulars	as at 31/03/2023	as at 31/03/2022
Loans and advances to related parties	17.25	553.79
Loans and advances to others	17.72	30.65
	34.98	584.44

Note No. 3.6 Other current assets

In ₹ Lakhs

Particulars	as at	as at
-------------	-------	-------

	31/03/2023	31/03/2022
CGST Receivable	49.32	25.04
SGST Receivable	49.32	21.54
IGST Receivable	27.43	13.40
IGST Receivable - Refund	51.40	29.51
Income Tax Receivable F.Y. 16-17	0.00	0.00
Advance Income Tax F.Y. 22-23	45.70	0.00
TDS Receivable F.Y. 22-23	0.54	0.00
TCS Receivable F.Y. 21-22	0.00	0.65
Advance Income Tax F.Y. 21-22	0.00	65.00
TDS Receivable F.Y. 21-22	0.00	1.77
	223.70	156.91

Contingent Liabilities and Commitments

In ₹ Lakhs

Contingent Liabilities

Particulars	as at 31/03/2023	as at 31/03/2022
	0.00	0.00

Note No. 3.7 Revenue from operations

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Sale of Products	4088.96	3498.47
Other Adjustments	(18.36)	(0.07)
	4070.60	3498.40

Note No. 3.8 Other income

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Interest	1.22	1.23
Miscellaneous	15.72	24.50
	16.94	25.73

Note No. 3.9 Cost of materials consumed

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Raw Material		
Opening	66.00	134.25
Purchase	1904.88	1187.57
Adjustment	(24.51)	(44.78)
Closing	61.58	66.00
	1884.80	1211.03
	1884.80	1211.03

Details of Raw Material

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Plastic Granuals & Colour	1884.80	1211.03
	1884.80	1211.03

1. Trade Discount Credit notes were of ₹ 24.51 Lakhs in current year and 44.78 Lakhs in previous Year.

Note No. 4.0 Purchases of Stock-in-Trade

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Stock in Trade	1165.92	1306.08
	1165.92	1306.08

Note No. 4.1 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Opening		
Finished Goods	134.68	105.51
Work in Progress	5.38	4.20
	140.05	109.70
Closing		
Finished Goods	241.75	134.68
Work in Progress	9.79	5.38
	251.54	140.05
Increase/Decrease		
Finished Goods	(107.07)	(29.17)
Work in Progress	(4.41)	(1.18)
	(111.48)	(30.35)

Details of Changes in Inventory

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Finished Goods		
Shade Net	0.00	0.00
Fishing Twine	0.00	4.79
Fishing Rope	0.00	0.92
Twine	0.00	0.51
Fishing Net	(107.07)	(35.39)
Work in Progress		
Plastic Waste	(4.41)	(1.18)
	(111.48)	(30.35)

Note No. 4.2 Employee benefits expense

In ₹ Lakhs

Particulars	For the Year	For the Year
-------------	--------------	--------------

	Ended 31/03/2023	Ended 31/03/2022
Salary, Wages & Bonus	447.81	360.96
	447.81	360.96

Note No. 4.3 Finance costs

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Interest Expenses		
Interest Expenses	14.54	14.32
Bank Charges	1.53	1.21
Other Interest Charges	0.04	0.02
	16.11	15.54

Note No. 4.4 Depreciation and amortisation expense

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Depreciation & Amortisation		
Depreciation Tangible Assets	48.69	50.67
	48.69	50.67

Note No. 4.5 Other expenses

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Manufacturing Service Costs Expenses		
Power and Fuel	208.00	167.00
Water Charges	12.17	3.20
Repairs Maintenance Charges Of Other Assets	3.35	3.36
Frieght And Forwarding Charges	34.67	17.50
Cost of Taxes and Others Levies By Government, Local Authorities	8.06	42.75
Other Manufacturing Costs	11.34	19.96
Administrative and General Expenses		
Telephone Postage	0.11	0.09
Printing Stationery	2.04	0.44
Rent Rates And taxes	7.20	7.20
Auditors Remuneration	1.70	1.70
Legal and Professional Charges	5.06	5.84
Insurance Expenses	5.57	6.84
Donations Subscriptions	0.51	0.00
Other Administrative and General Expenses	24.86	11.65
Selling Distribution Expenses		
Advertising Promotional Expenses	2.05	0.43
Transportation Distribution Expenses	63.64	57.49
Write off Assets and Liabilities		
Assets Written Off	0.02	0.00
	390.36	345.46

Note No. 4.6 Tax expense

In ₹ Lakhs

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Current tax	58.30	68.02
Deferred tax	5.09	0.00
	63.39	68.02

Note No. 4.7 Earnings per equity share

In ₹

Particulars	For the Year Ended 31/03/2023	For the Year Ended 31/03/2022
Earnings Per Equity Share		
Basic	3.69	3.99
Diluted	3.69	3.99
Number of Shares used in computing EPS		
Basic	4935000	4935000
Diluted	4935000	4935000

In terms of our attached report of even date

For NIRAV PATEL & CO.
CHARTERED ACCOUNTANTS
FRN : 0134617W

For VERA SYNTHETIC LIMITED

NIRAV B PATEL
(PARTNER)

SUNIL D MAKAWANA (MANAGING DIRECTOR) (DIN : 00245683)	MEERA S MAKAWANA (WHOLE TIME DIRECTOR) (DIN : 08277500)
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Place : Bhavnagar
Date : 29/05/2023
UDIN : 23149360BGVBOA4204

VERA SYNTHETIC LIMITED
CIN : L17110GJ2000PLC037369
CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2023

In ₹ Lakhs

Particular	31/03/2023	31/03/2022
Cash Flows from Operating Activates		
Net Profit Before Tax and Extra Ordinary Items	245.34	264.75
Adjustment For		
Depreciation	48.69	50.67
Finance Cost	16.11	15.54
Dividend Income		
Total Adjustment to Profit/Loss (A)	64.80	66.21
Adjustment For working Capital Change		
Adjustment for Increase/Decrease in Inventories	-107.05	37.89
Adjustment for Increase/Decrease in Trade Receivables	-62.65	-219.32
Adjustment for Increase/Decrease in Other Current Assets	482.68	-328.10
Adjustment for Increase/Decrease in Trade Payable	-138.20	97.45
Adjustment for Increase/Decrease in other current Liabilities	-12.16	14.34
Adjustment for Provisions	-9.20	2.68
Total Adjustment For Working Capital (B)	153.42	-395.06
Total Adjustment to reconcile profit (A+B)	218.22	-328.85
Net Cash flow from (Used in) operation	463.56	-64.10
Dividend Received		
Interest received	-1.22	-1.23
Interest Paid		
Income Tax Paid/ Refund	-58.30	-68.02
Net Cash flow from (Used in) operation before Extra Ordinary Items	404.04	-133.34
Proceeds from Extra Ordinary Items		
Payment for Extra Ordinary Item		
Net Cash flow From operating Activities	404.04	-133.34
Cash Flows from Investing Activities		
Proceeds From fixed Assets	0.02	0.00
Proceeds from Investment or Equity Instruments		
Purchase of Fixed Assets	378.20	4.54
Purchase Of Investments or Equity Instruments		
Interest received	1.22	1.23
Proceeds from Govt. Grant	25.76	96.46
Other Inflow/Outflow Of Cash		
Net Cash flow from (Used in) in Investing Activities before Extra Ordinary Items	-351.20	93.15
Proceeds from Extra Ordinary Items		
Net Cash flow from (Used in) in Investing Activities	-351.20	93.15
Cash Flows from Financial Activities		
Proceeds From Issuing Shares		
Proceeds From Borrowing	-0.95	-0.95
Repayment Of Borrowing	55.56	20.43
Dividend Paid		
Interest Paid	16.11	15.54
Income Tax Paid/Refund		
Net Cash flow from (Used in) in Financial Activities before Extra Ordinary Items	-72.62	-36.92
Proceeds from Extra Ordinary Items		
Payment for Extra Ordinary Item		
Net Cash flow from (Used in) in Financial Activities	-72.62	-36.92
Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	-19.79	-77.12
Effect of exchange rate change on cash and cash equivalents		
Net increase (decrease) in cash and cash equivalents	-19.79	-77.12
Cash and cash equivalents at beginning of period	218.28	295.40
Cash and cash equivalents at end of period	198.50	218.28

In terms of our attached report of even date
For NIRAV PATEL & CO.
CHARTERED ACCOUNTANTS
FRN : 0134617W

For VERA SYNTHETIC LIMITED

NIRAV B PATEL
(PARTNER)

SUNIL D MAKAWANA
(MANAGING DIRECTOR)
(DIN : 00245683)

MEERA S MAKAWANA
(WHOLE TIME DIRECTOR)
(DIN : 08277500)

Place : Bhavnagar
Date : 29/05/2023
UDIN : 23149360BGVBOA4204

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

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.

VERA SYNTHETIC LTD.

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.

Deffered 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 is not applicable to the company as it has opted taxation under section 115BAA.

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 **61,57,653.64/-** and **2,41,74,846.90/-** respectively.

10. Subsidy Income

Under the Textile Policy of Government of Gujarat the Company has received Subsidy amounting to Rs. 25,75,572/- which has been considered as capital subsidy and deducted from Plant & Machinery asset during the current financial year.

11. Clause-44 in tax audit report requires us to verify the details of all inward supplies of the assessee with respect to whether the same was with GST registered person or unregistered

VERA SYNTHETIC LTD.

person. Further with respect to registered person it requires to verify the bifurcation of the said inward supply in the supply from Composition dealer, Inward supplies exempt under GST and others. Based on the details provided by the assessee and verification of the same on test check basis we are of the opinion that the details provided with respect to expenditure with entities registered under GST are correct. Further with respect to expenditure with unregistered entities, in absence of any mechanism available where we can verify that the said entity is unregistered under GST, we are unable to verify correctness of the same.

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	Macfil Global Pvt. Ltd. Macfil Industries Olive Fibre Olive Industries Suraj Filaments Pvt. Ltd. Sainath Enterprise Suraj Industries Techpack Solution Vera Industries Vera Nets Pvt. Ltd Vera Global Trade Pvt. Ltd Variofil Industries Shiv Synthetics Sea Shore Products
iii)	Relative of Key Managerial Personnel	1. Naginbhai D. Makwana

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 Nets Pvt. Ltd. Variofil Industries Suraj Industries Vera Global Trade Pvt. Ltd. Olive Industries Macfil Global Pvt. Ltd. Macfil Industries Sea Shore Products Suraj Filaments Pvt. Ltd.
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VERA SYNTHETIC LTD.

	Suraj Multifilaments		
Particulars	Associates Companies/ Firm	Key Management Personal	Total
Purchase of Goods	9,99,17,543	-	9,99,17,543
Sales of Goods/Capital Goods	3,75,85,779	-	3,75,85,779
Salary/Remuneration	-	63,38,200	63,38,200
Sales Commission	-	-	-
Sale of Machinery	-	-	-
Purchase of Machinery	1,62,50,000	-	1,62,50,000
Rent Paid	1,80,000	5,40,000	7,20,000
Loans/ Advances received	1,81,29,969	-	1,81,29,969
Loan/Advances Paid out of Received	2,26,23,288	-	2,26,23,288
Balance Loan/Advance Payable	-	-	-
Loan/Advance Given	12,27,54,559	2,90,000	12,30,44,559
Loan/Advances received out of Given	17,60,65,026	-	17,60,65,026
Balance Loan/Advance Receivable	4,38,516	2,90,000	7,28,516
Advance to Suppliers	-	-	-
Advance Return	-	-	-
Balance Receivable (Debtors)	40,05,245	-	40,05,245
Balance Payable (Creditors)	1,94,700	8,11,600	10,06,300

2. Payments to Auditors

PAYMENTS TO AUDITORS	2022-23	2021-22
Tax Audit Fees	60,000	60,000
Audit Fees	1,10,000	1,10,000
Total	1,70,000	1,70,000

VERA SYNTHETIC LTD.

3. Calculation of Managerial Remuneration as per companies Act, 2013

DETERMINATION OF NET PROFIT FOR CALCULATION OF MANAGERIAL REMUNERATION	
	Amount (Rs.)
Particulars	31.03.2022
Profit before tax as per P&L Statement of 31.03.2022	2,64,75,094
Add:- The following items if debited to P&L Statement before arriving profit before tax	
Managerial remuneration	73,82,400
Provision for Bad doubtful debts	-
Loss on sale/disposal/discarding of assets.	-
Loss on sale of investments	-
Provision for diminution in the value of investments	-
Fixed assets written off	-
Fall in the value of foreign currency monetary assets	-
Loss on cancellation of foreign exchange contracts	-
Write off of investments	-
Provision for contingencies and unascertained liabilities	-
Lease premium written off	-
Provision for warranty spares/supplies	-
Infructuous project expenses written off	-
Provision for anticipated loss in case of contracts	-
Loss on sale of undertaking	-
Provision for wealth tax	-
compensation paid under VRS	-
Total	73,82,400
Less:- The following if credited to P&L statement for arriving at profit before tax:	
Capital profit on sale/disposal of fixed assets(the same should be added if the co., business compromises of buying & selling any such property or asset) and revenue profit (difference between original cost and WDV should not be deducted)	-
Profit on sale of any undertaking or its part	-
Profit on buy back of shares	-
Profit/discount on redemption of shares or debentures	-
Profit on sale of investments	-
Compensation received on non-compete agreements	-
Write back of provision for doubtful debts	-
Write back of provision for doubtful advances	-
Appreciation in value of any investments	-

VERA SYNTHETIC LTD.

Compensation received on surrender of tenancy rights	-
Profit on sale of undertaking	-
Write back of provision for diminution in the value of investments	-
Profit on sale of forfeited shares & shares of subsidiary/associated companies	-
Total	-
Net Profit as per Section 198	1,90,92,694

Particulars	Amount
Profit before Tax as per sec.198	1,90,92,694
Profit Eligible(@11% for all directors)	21,00,196
Profit Eligible(@5% for one such directors)	9,54,635
Profit Eligible(@1% for other than managing & Whole Time directors)	1,90,927

Managerial Remuneration Details	Paid
Sunilbhai D Makwana	27,00,000
Meera S. Makwana	27,00,000
Devjibhai P. Makwana	9,38,200
Total	63,38,200

Managerial remuneration has been paid with the approval of the shareholders in the General Meeting. (Section 197 of the Companies Act, 2013) Managerial remuneration of Mrs. Meera Sunil Makwana (DIN: 08277500) has been approved by the shareholders by special resolution in the Extra Ordinary General Meeting Dated 30th September, 2021.

Managerial remuneration of Mr. Sunil Devjibhai Makwana (DIN:00245683) has been approved by special resolution in the Annual General Meeting Dated 30th September, 2019.

Necessary compliance with respect to Companies Act, 2013 has been complied with in the respective financial year.

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

Signatures to Notes 2.1 to 5.0 of profit & loss and Balance Sheet.

As per our report of even date

For, NIRAV PATEL & CO.
Chartered Accountants

For and on behalf of Board
VERA SYNTHETIC LTD.

VERA SYNTHETIC LTD.

[Nirav B. Patel]

Partners.

M.No. 149360

FRN. 134617W

Place: Bhavnagar.

Date : 29/05/2023

UDIN: 23149360BGVBOA4204

Sunilbhai D. Makwana

(Managing Director)

(DIN:00245683)

Meera S. Makwana

(Whole Time Director)

(DIN:08277500)

Bhavik Mehta

CFO

Kruti Shah

Company Secretary

4.8 Statement showing Yearly Ratios

Particulars	Numerator	Denominator	2021-2022	2022-2023	Variance
Current Ratio	Current Assets	Current Liabilities	3.95	4.80	-21.42%
Debt-Equity Ratio	Long term Debt	Shareholder's Funds + Long-term Debt	0.06	0.03	53.40%
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	4.02	3.42	15.01%
Return on Equity Ratio	Net Earnings	Shareholder Equity	0.11	0.10	16.31%
Inventory Turnover Ratio	Cost of Sales	Average Stock Carried or Inventory	3.16	2.18	30.87%
Trade Receivables Turnover Ratio	Credit Sales	Accounts Receivable	4.10	4.44	-8.40%
Trade payables Turnover Ratio	Credit Purchases	Accounts Payable	5.10	9.91	-94.13%
Net Capital Turnover Ratio	Sales or Cost of Sales	Net Working Capital	2.32	3.05	-31.46%
Net Profit Ratio (%)	Net Operating Profit	Sales	0.08	0.06	20.36%
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	0.15	0.13	12.85%
Return on Investment (%)	Net Profit after interest, taxes and preference dividends	Equity capital plus reserves	0.11	0.10	16.31%

4.9 Additional Regulatory Information

(i) Details of Benami Property held:

The Company do not have any Benami property, where any proceedings has been initiated or pending against the Company for holding any Benami property.

(ii) Details of Loans and advances

The company has not granted any loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment.

(iii) Willful Defaulter

The company has not been declared as a willful Defaulter by any Financial Institution or bank as on the date of Balance Sheet.

(iv) Relationship with Struck off Companies

The Company do not have any relationship with companies which are struck off.

(v) Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction of charges which are yet to be registered with the ROC beyond the statutory period.

(vi) Compliance with number of layers of companies

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(vii) Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act,

(viii) Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. There are no discrepancy in utilization of borrowings.

(ix) Utilization of Borrowed funds and share premium:

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries).

(B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall: a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or; b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

5.0 Additional Information

(i) Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(ii) Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto currency or Virtual Currency.

(iii) Foreign Currency Earnings, Outgo, ETC:

Sr. No.	Particulars	2022-23	2021-22
A	Value of imports calculated on C.I.F. Basis	Rs. 1,75,18,098.00	Rs. 58,56,278.00
B	Expenditure in Foreign Currency	-	-
C	Value of consumption of imported raw materials, spare parts & components:		
	1. Raw materials consumed-value	Rs. 18,84,80,055.72	Rs. 12,11,03,181.02
	a. Indigenous	Rs. 18,49,78,190.72	Rs. 11,52,46,903.02
	b. Imported	Rs. 35,01,865.00	Rs. 58,56,278.00
	2. Raw materials Consumed-%	100%	100%
	a. Indigenous	98.14%	95.16%
	b. Imported	1.86%	4.84%
	3. Components	-	-
	4. Spare parts consumed	-	-
D	Amount remitted in foreign currencies on account of dividend	-	-
E	Earnings In Foreign Exchange Export Of Goods	Rs. 27,71,122.26	Rs. 2,92,10,129.00

In terms of our attached report of even date
For NIRAV PATEL & CO.
CHARTERED ACCOUNTANTS
FRN : 0134617W

For VERA SYNTHETIC LIMITED

NIRAV B PATEL
(PARTNER)
Place : BHAVNAGAR
Date : 29/05/2023
UDIN : 23149360BGVBOA4204

SUNIL D MAKAWANA MEERA S MAKAWANA
(MANAGING DIRECTOR) (WHOLE TIME DIRECTOR)
(DIN : 00245683) (DIN : 08277500)



Thank you...

Vera Synthetic Limited

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Devubaug, Dairy Road, Bhavnagar-364002

Factory: Plot No.3, Block No.171, Behind Siddhi Gas,

Mamsa, Dist. Bhavnagar 364110

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