

VERITAS (INDIA) LIMITED

CIN: L23209MH1985PLC035702

Registered Office: Veritas House, 3rd Floor, 70, Mint Road,
Fort Mumbai, Mumbai City -400001 Maharashtra India

Email: corp@veritasindia.net **Website:** www.veritasindia.net

NOTICE

NOTICE is hereby given that the 37TH (Thirty-Seventh) Annual General Meeting (“AGM”) of the Members of **VERITAS (INDIA) LIMITED** will be held on Friday, 30th day September, 2022 at 11:00 AM through Video Conferencing(“VC”) or Other Audio-Visual Means(“OAVM”), to transact the following businesses. The venue of the AGM shall be deemed to be the Registered Office of the Company at Veritas House, 3rd Floor, 70, Mint Road, Fort Mumbai, Mumbai City -400001 Maharashtra, India.

Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone) of the Company for the financial year ended 31st March, 2022, together with the Statutory Auditors’ Report thereon and the report of the Board of Directors of the Company; the Audited Financial Statements (Consolidated) of the Company for the financial year ended 31st March, 2022, together with the Statutory Auditors’ Report thereon;**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements (Standalone) of the Company for the financial year ended 31st March, 2022, together with the Statutory Auditors’ Report thereon and the report of the Board of Directors of the Company; the Audited Financial Statements (Consolidated) of the Company for the financial year ended 31st March, 2022, together with the Statutory Auditors’ Report thereon, be and are hereby approved and adopted.”

- 2. To declare Final Dividend Re. 0.05/- per Equity Share, on Equity Shares of Re. 1 /- each, for the financial year ended 31st March, 2022.**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Interim Dividend of Re. 0.05/- per equity share declared by the Board of Directors on 30th May,2022 on the equity shares of Re. 1/- each of the Company and paid to those equity shareholders whose names appeared in the Register of Members as on Friday, 23rd September, 2022 be and is hereby confirmed as final dividend for the Financial Year 2021-22.”

- 3. To appoint Director in place of Mr. Kunal Sharma (DIN: 03553398), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kunal Sharma (DIN: 03553398), Non-Executive Director retiring by rotation be and is hereby re-appointed as a Director of the Company”

4. To appoint M/s. Shabbir & Rita Associates LLP, Chartered Accountants, (Firm Registration No. 109420W) as the Statutory Auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s Shabbir & Rita Associates LLP, Chartered Accountants, (Firm Registration No. 109420W) ,as Statutory Auditors of the Company from the conclusion of this Thirty- Seventh Annual General Meeting of the Company (“AGM”) until the conclusion of Forty-Second AGM for a term of five (5) consecutive years, in place of M/s. M. P. Chitale & Co., Chartered Accountants, (Firm Registration No. 101851W) whose tenure expires at Thirty-Seventh AGM, at such remuneration plus applicable taxes and actual out of pocket expenses, if any, in connection.”

Special Business:

5. Approval of Material Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactments thereof), and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the members of the company be and is hereby accorded to enter into material related party arrangements or transactions as detailed below during the financial year 2022 - 2023 with authority to the Audit Committee and the Board of Directors of the Company to authorize the Management of the Company to enter into the aforesaid material related party arrangements or transactions upon the principal terms mentioned in the Explanatory Statement annexed hereto.

Name of the related party	Nature and duration of the transaction	Maximum amount (In Rs.)
Hazel Mercantile Limited	Purchase and Sale	550,00,00,000
Sanman Trade Impex Limited	Purchase and Sale	350,00,00,000

Veritas Polychem Private Limited (wholly-owned stepdown subsidiary)	Investment	250,00,00,000
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“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/ or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Praveen Bhatnagar (DIN: 01193544) as Whole-Time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Praveen Bhatnagar (DIN: 01193544), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Whole-time Director for a period of 5 (five) years effective June 12, 2023 upto June 11, 2027, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: 02nd September, 2022

Sd/-
Lalitmohan Sharma
Vice President – Legal and Company
Secretary

Registered Office:
Veritas House, 3rd Floor,
70 Mint Road, Fort, Mumbai - 400001
Phone no: 91 22 2275 5555/6184 0000
Email-corp@veritasindia.net

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively read with the General Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 of the Securities and Exchange Board of India (“SEBI”) and in compliance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the 37th Annual General Meeting of the Company (“37th AGM” / “AGM”) is being held through VC/OAVM Facility, which does not require physical presence of Members at the common venue. The proceedings of the 37th AGM shall be deemed to be made at the Registered Office of the Company situated at Veritas House, 3rd Floor, 70, Mint Road, Fort Mumbai City MH 400001.
3. The Board of your Company has fixed Friday, September 23, 2022 as the ‘Record Date’ / ‘Cut-off’ date for the purpose of determining entitlement of the Members to the final Dividend for the Financial year 2021-22, if declared at the AGM and for deciding the eligibility of members for remote e-voting. Further, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022.
4. Members are requested to note the following:
 - a. Members holding shares in physical form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, Power of attorney, etc. to the Company’s Registrar and Transfer Agent, Universal Capital Securities Pvt. Ltd., 21, at C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083 email id: ravi@unisec.in or the Company Secretary of the Company; email id: corp@veritasindia.net
 - b. Kindly quote the ledger folio number in all your correspondence. For updation of the Bank Account details / mandate, kindly send the scan copy of a signed request letter mentioning therein the name, folio number, Bank Account details, self-attested copy of PAN Card and a cancelled cheque leaf with pre-printed name of the Member (first shareholder) of the Company, to the Registrar and Transfer Agent.
 - c. Members holding shares in dematerialized form are requested to intimate any change in their address, name, bank details, ECS mandates, nominations, power of attorney, etc. to their respective DPs only. Kindly quote client ID and DP ID numbers in all your correspondence.
 - d. In the cases where the ECS mandates of the Members are not available to enable the payment of Dividend electronically, the Dividend warrant/cheques shall be dispatched by post.

5. As the Members may be aware that effective April 01, 2020, Dividend Distribution Tax under Section 115-O of the Income-tax Act, 1961 as may be amended from time to time (“IT Act”) payable by domestic companies on declaration of Dividend has been abolished. Pursuant to this amendment brought vide Finance Act, 2020, the Company would be under an obligation to deduct tax at source (“TDS”) in accordance with the provisions of the IT Act, from the final Dividend, if approved by the Members at the AGM. In this regard, the Members may refer the Note on TDS on Dividend distribution, appended to this Notice convening 37th AGM of the Company (“AGM Notice”)
6. The 37th Annual Report along with AGM Notice including general guidelines for participation at the 37th AGM through VC/OAVM, procedure for remote e-voting including during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository. The said documents are also being uploaded on the website of the Company. Annual report of the Company can be accessed and downloaded from www.veritasindia.net
To support the ‘Green Initiative’ and in accordance with the MCA Circulars and SEBI Circular SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the Company’s R&T Agent / respective Depository Participant(s)
7. Members are requested to note that as per Section 124 of the Companies Act, 2013, Dividends not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund of the Government (“IEPF”). Unclaimed Dividends as per details given in the table below and are due to be transferred to the ‘Investor Education and Protection Fund’ on the dates mentioned below:

<i>Financial Year</i>	<i>Type of Dividend</i>	<i>Date of Declaration</i>	<i>Due date for transfer to IEPF</i>
2014-15	Final Dividend	29/09/2015	27/11/2022
2015-16	Final Dividend	30/09/2016	29/11/2023
2016-17	Final Dividend	22/09/2017	21/11/2024
2017-18	Final Dividend	28/09/2018	25/11/2025
2018-19	Final Dividend	27/09/2019	26/11/2026
2019-20	Final Dividend	30/09/2020	29/11/2027
2020-21	Final Dividend	30/09/2021	29/11/2028

Note: Those Members who have not, so far, encashed these Dividend warrants or any subsequent Dividend warrants may claim or approach our Registrar and Transfer Agents viz. Universal Capital Services Private Limited or the Company for payment thereof. Members are hereby informed that the Unclaimed Dividend amount shall be transferred by the Company to the IEPF within the period of thirty (30) days from the aforementioned due date(s) or such other period as may be specified under the Companies Act, 2013 and rules made thereunder, from time to time and no claims will be entertained by the Company for any unclaimed Dividend transferred to the IEPF. The details of unclaimed Dividends and its due dates for transfer to the IEPF are available on the website of the Company: www.veritasindia.net

Section 124(6) of Companies Act, 2013 and rules made thereto, provides that all shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the IEPF Authority. The Company has sent intimation letter to the concerned Members as per the last registered address available with the Company, regarding their respective unclaimed Equity Shares / unclaimed Dividend due for transfer on or after 05th November, 2022 as mentioned above. Details are available on the website of the Company, at www.veritasindia.net The concerned Members are requested to submit the claim along with requisite documents before 05th November, 2022 to avoid transfer of shares/Dividend to the IEPF Account. No claim shall lie against the Company after the shares are transferred to the IEPF. Upon transfer, the Members can claim these Equity Shares from the IEPF Authority by following the requisite procedure, the details of which are also available at www.iepf.gov.in. Hence, it is in the interest of the Members to claim any uncashed Dividends and for future, opt for Electronic Credit of Dividend, so that Dividends paid by the Company are credited to the Member's bank account on time.

8. Corporate Members intending to attend the AGM through VC/OAVM are requested to send a scanned copy of the certified true copy of Board Resolution / Power of Attorney from the Corporate Member's registered email address authorizing their representative(s) to attend the AGM on their behalf, at the email ID, corp@veritasindia.net. Further, the Corporate Members are requested to also state the Client ID/DP ID in which the shares of the Company are held.
9. Members holding shares in physical form can avail the nomination facility by submitting Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rules made thereunder, with the Company Members holding shares in demat form may contact their respective Depository Participant(s) for availing the nomination facility. The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, has made it mandatory for the shareholders/Members holding securities in physical form to furnish PAN, KYC details and Nomination to the Registrar and Transfer Agent ('RTA') of the Company. The folios wherein any one of the cited document / details are not

available on or after April 01, 2023, shall be frozen by the RTA of the Company. In this regard, the letter was sent to the concerned Members at the registered address available.

10. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company's RTA. As per Regulation 40 of the SEBI Listing Regulations (as amended), requests for effecting transfer of securities, shall not be processed unless the securities are held in the dematerialized form and the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Hence, the Members holding Equity shares of the Company in physical form are requested to take action to dematerialize the same promptly. Besides transmission and transmission requests, the Members may also note that as per the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, the Company is required to issue the securities in dematerialized form only, while processing the service requests in relation to issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios.
11. The brief profile and other requisite details of the Directors recommended by the Board for appointment/ reappointment at the 37th AGM under Item No. 3 & 6 of this Notice, as required by the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are furnished from in this AGM Notice.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection during the AGM electronically.
13. All the relevant documents referred in the Notice shall be available for inspection by the Members upto the date of 37th Annual General Meeting at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m.
14. **General Instructions for accessing and participating at the 37th AGM through Electronic Means (VC/OAVM)**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized e-Voting's

- agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- ii. The Members may join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - iii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - iv. Pursuant to the SEBI Circular dated May 13, 2022, the requirement of sending proxy forms under Regulation 44 (4) of the Listing Regulations is dispensed with up to December 31, 2022, in case of general meetings held through electronic mode only. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM being conducted through VC/OAVM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or Body Corporates can attend the AGM through VC/OAVM and cast their votes through e-voting, subject to the applicable conditions as mentioned in Note No. 20 below.
 - v. Notice of the 37th AGM has been uploaded under the tab 'Shareholders Meetings' on the website of the Company at www.veritasindia.net. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. www.evoting.nsdl.com
 - vi. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.
 - vii. As provided in the MCA General Circular No. 2/2022 dated May 05, 2022, the MCA has allowed the companies whose AGMs are due in the year 2022, to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2022 i.e. conduct AGMs through VC/OAVM.
 - viii. The recorded transcript of the 37th AGM shall be made available on the website of the Company, www.veritasindia.net after the conclusion of the AGM as soon as possible.

15. Process for those Members whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting on the Resolutions set out in this Notice.

- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) by email to corp@veritasindia.net
- ii. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) to Company Secretary by email to corp@veritasindia.net. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained in Note number 17(iii)(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.
- iii. Alternatively, shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of the SEBI circular dated December 09, 2020 on e-Voting facility provided by listed companies, Individual shareholders/Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

16. Voting through electronic means:

The Company is pleased to provide remote e-voting facility through National Securities Depository Limited (NSDL) for the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in this Notice of 37th Annual General Meeting of the Company dated September 02, 2022 ("Notice"). The details and instructions for remote e-voting are furnished in point nos. 17, 19 and 20 of the AGM Notice. These details form an integral part of the Notice.

17. Procedure for Remote E-Voting: The instructions for the Members voting electronically are as under:

- i) The remote e-voting period begins on September 27, 2022 (Tuesday) at 09:00 a.m. (IST) and ends on September 29, 2022 (Thursday) at 05:00 p.m. (IST). During this period, the Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 23, 2022 (Friday) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii) The Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iii) Pursuant to the Regulation 44 of the SEBI Listing Regulations, the listed entities are required to provide remote e-voting facility to its Members, in respect of all shareholders' resolutions. Further, as per the SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December

09, 2020, it is mentioned in the circular that currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

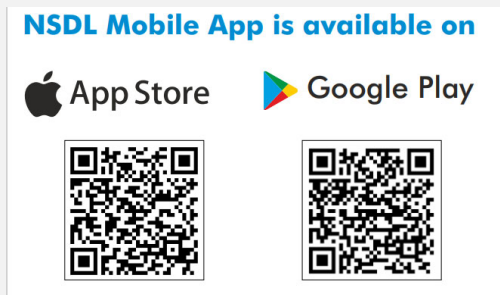
In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by listed companies, Individual shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders/Members holding securities in demat mode is given below:

Type Of Members	Login Method
Individual Members Holding Securities in Demat Mode With NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account Number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type Of Members

Login Method

Individual Members Holding Securities in Demat Mode With CDSL

1) Existing Users who have opted for CDSL’s Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

3) If the user is not registered for Easi/Easiest, option to register is available at:

<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress during or before the AGM.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider name (NSDL) and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

LOGIN TYPE

HELPDESK DETAILS

Individual Members Holding Securities in Demat Mode With NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 2244 30
Individual Members Holding Securities in Demat Mode With CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

helpdesk.evoting@cdslindia.com or contact at +91-22-23058738 and +91-22-23058542-43

Login Method for e-Voting and joining virtual meeting for shareholders/Members other than Individual shareholders/Members holding securities in Demat mode and shareholders/Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step (2) i.e. Cast your vote electronically.
4. Your User ID details are given below:

***Manner of holding shares i.e., Your User ID is:
Demat (NSDL or CDSL) or Physical***

(a) For Members who hold shares in Demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
(b) For Members who hold shares in Demat Account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for the Members/shareholders other than Individual shareholders/Members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (A) If your email ID is registered in your Demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - (B) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
 - 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - 8. Now, you will have to click on "Login" button.
 - 9. After you click on the "Login" button, Home page of e-Voting will open.
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- 10. After successful login, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - 11. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 - 12. Now you are ready for e-Voting as the Voting page opens.
 - 13. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - 14. Upon confirmation, the message "Vote cast successfully" will be displayed.

15. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
16. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- i. Institutional shareholders/Members (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (mansi@jmja.in) with a copy marked to evoting@nsdl.co.in
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request at evoting@nsdl.co.in

In addition, any query / grievance with respect to the voting by electronic means may please be addressed to Universal Capital Securities Limited, Registrar and Transfer Agents of the Company at info@uniseq.in or Tel No.: (022) 28207203-05, 49186178-79 or to the Company at corp@veritasindia.net

Other Instructions/information:

- i) The voting rights of the Members shall be in proportion of the shares held by them in paid-up Equity share capital of the Company as on the Cut-Off Date i.e., Friday, September 23, 2022. A person who is not the Member as on Cut-Off Date should treat this Notice for information purpose only.
- ii) Any person holding shares in physical form and nonindividual Members, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e Friday, September 23, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990

and 1800 2244 30. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and become a Member of the Company after sending Notice of AGM and holding shares on the cut-off date i.e., Friday, September 23, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

- iii) CS Mansi Damania (C.P. No. 8120), Practicing Company Secretary, has been appointed as the Scrutinizer to Scrutinize the e-voting process (including the remote e-voting at the Annual General Meeting) in a fair and transparent manner.
- iv) The Scrutinizer shall, within a period not exceeding two days from the conclusion of the e-voting period and after conclusion of AGM, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and a Scrutinizer's Report of the votes cast in the favor or against, if any, shall be submitted to the Chairman of the AGM or any Director of the Company. The result will be intimated to NSDL and the Stock Exchange where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website (www.veritasindia.net) and NSDL's website (www.evoting.nsdl.com). Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of 37th AGM i.e., September 30, 2022.
- v) Members who are present at AGM through VC/OAVM and have not used the facility of remote e-voting during the above-mentioned e-voting period to cast their votes on the resolution(s) mentioned in the Notice, and are otherwise not barred from doing so, shall be provided e-voting facility at the AGM.
- vi) Members can opt for only one mode of voting i.e. either through remote e-voting during e-voting period before the AGM date or remote e-voting during the AGM subject to the Member(s) joining the AGM through VC/OAVM. The result declared along with Scrutinizer's report shall be placed on the Company's website, www.veritasindia.net, and on the website of the NSDL www.evoting.nsdl.com within two working days of the passing of the resolutions at the 37th AGM of the Company and shall be communicated to the Stock Exchanges where the shares of the Company are listed.
- vii) The details of dispatch of Notice to the Members will be published in at least 1 (one) English and 1 (one) vernacular language newspaper circulating in Maharashtra.
- viii) The details of dispatch of Notice to the Members will be published in at least 1 (one) English and 1 (one) vernacular language newspaper circulating in Maharashtra.

18. Instructions for Members attending the AGM through VC/OAVM are as under:

- i) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note

that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv) Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their respective registered email id(s) in advance atleast 48 hours before the commencement time of 37th AGM, mentioning their name, demat account number/folio number, email id, mobile number at corp@veritasindia.net. Members who do not wish to speak during the AGM but would like to seek further information or clarification on the Annual financial statements or operations of the Company, may send their queries from their registered email id(s) in advance atleast 7 (seven) days prior to the AGM date, mentioning their name, demat account number/folio number, email id, mobile number at corp@veritasindia.net, so that the queries can be replied by the Company suitably
 - vi) Those Members who have registered themselves as a speaker, as mentioned above, will only be allowed to express their views/ask questions as speaker during the AGM.
19. Instructions for Members for e-voting during the AGM are as under:
- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - 2) Only those Members as on Friday, September 23, 2022 (cut-off date) and who are present for the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting earlier and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM (www.evoting.nsdl.com).
 - 3) If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM through VC/ OAVM.
 - 4) The Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - 5) The details of the person who may be contacted for any queries/grievances connected with the facility for e-Voting on the day of the AGM or attending AGM through VC/OAVM facility shall be the same person mentioned for Remote e-voting above.

20. Note for Non - Individual Members and Custodians

Non-Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz corp@veritasindia.net or mansi@jmja.in if they have voted from individual tab and not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.

21. Since the 37th AGM shall be held through VC/OAVM facility only and physical presence of the Members at the venue is not required, the route map is not annexed to the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 (SS-2) ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No: 5

Under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party(ies), the company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014.

In the light of provisions of the Companies Act, 2013 the Board of Directors of your company has approved, upon recommendation of the Audit Committee, the proposed transactions along with annual limit that your company may enter into with the related parties.

Primarily/largely Veritas (India) Limited imports polymers, whereas Hazel Mercantile Limited imports petrochemicals and Sanman Trade Impex Limited Imports Solvents. Different companies having different set of customers which may interchangeably require any or all of these products to channelise imports or sales effectively across multiple clients having different requirements. The Company tend to have purchase and/or sales with related parties.

The particulars of the transactions pursuant to the provisions of Section 188 and Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of Related Party	Name of the Director/KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Hazel Mercantile Limited	Mr. Nitinkumar Didwania is a Promoter and Managing Director of Hazel Mercantile Limited	The transaction of Rs. 550 crores may be entered for the Financial Year 2022-23 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors. Particulars of the Contract or Arrangement: Sale, purchase or supply of goods and materials upto 550 crores.
Sanman Trade Impex Limited	Mr. Nitinkumar Didwania is a Promoter and Director of	The transaction of Rs. 350 crores may be entered for the Financial Year 2022-

	Sanman Trade Impex Limited	23 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors. Particulars of the Contract or Arrangement: Sale, purchase or supply of goods and materials upto 350 crores
Vertias Polychem Private Limited	Wholly-Owned Step-down Subsidiary	The transaction of Rs. 250 crores (as per the below mentioned details) may be entered for the Financial Year 2022-23 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by Board of Directors. Veritas Polychem Private Limited is in its nascent stage and is proposing a setting up of an integrated PVC project, which has got mega project status from the State Government of Maharashtra.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length.

Item No: 6

The Shareholders of the Company, at their Thirty-third (33rd) Annual General Meeting held on 28th September, 2018, appointed Mr. Praveen Bhatnagar (DIN: 01193544) as Whole-time Director of the Company for a term of five years upto 11th June, 2023.

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr. Praveen Bhatnagar as Whole-time Director, for a further period of 5 (five) years from June 12, 2023 upto June 11, 2027, subject to approval of Shareholders at this Annual General Meeting.

Mr. Bhatnagar has granted consent for reappointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Bhatnagar are as under –

Remuneration:

In consideration of the performance of his duties to the Company, Mr. Praveen Bhatnagar shall be entitled to the following remuneration subject to applicable taxes:

Salary and perquisites: Mr. Praveen Bhatnagar, will be eligible for gross remuneration of Rs. 48,00,000/- p.a. including perquisites and benefits. It includes contribution to provident fund, medical, leave travel allowances. All the perquisites and benefits would be subject to the applicable Company policy, and any changes from time-to-time. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;

Mr. Praveen Bhatnagar will be drawing Salary from Wholly-Owned Step-Down Subsidiary of the Company, Veritas Polychem Private Limited.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Bhatnagar for the office of Director of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Bhatnagar, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The additional details of Mr. Bhatnagar as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. Mr. Bhatnagar does not hold any shares in the Company.

Annexure I

Information on Directors being appointed/re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings (Refer Note No. 11 of the AGM Notice):

Names of Directors	Mr. Kunal Sharma DIN: 03553398	Praveen Bhatnagar
Date of Birth/ Age	10 th August, 1969	02 nd March, 1959
Experience/ Expertise in Specific Functional Area	Having wide experience for more than 30 years in international trade, import and export of plastics/metals & minerals.	Mr. Bhatnagar has three decades of experience in the polymer and petrochemical industry. He also has experience in trading of petrochemicals. He has worked with Godrej soaps Limited, Indian Rayon & Industries Ltd. (A V Birla), Oriental Carbon & Chemicals Ltd and LG Chem Limited and also has an expertise to set up the manufacturing facility or unit.
Terms and Conditions of Appointment	Reappointment as liable to retire by rotation, recommended by the Board of Directors of the Company	As per explanatory statement to item no. 6.
Details of Remuneration	NIL	Mr. Praveen Bhatnagar, Whole-time Director draws salary from Wholly Owned Subsidiary of the Company, Veritas Polychem Private Limited and his Gross Salary for the Financial Year was INR 48,00,000/-
Date of First Appointment	04 th September, 2020	12 th June, 2018
Qualification	SSC/Under Graduate.	Chemical Engineer from Delhi University and a post graduate from Indian Institute of Foreign Trade (IIFT).
Shareholding in the Company (As on March 31, 2022)	NIL	NIL
No. of Board Meeting attended during the Financial Year	6 (Six)	4 (Four)

Disclosure of relationships between Directors inter-se	NIL	NIL
Relative of any other Director / Manager and other KMP	NIL	NIL
List of outside Directorship held (Excluding foreign companies)	<ol style="list-style-type: none"> 1. Sainath Agriculture Private Limited 2. Krushi Farming Private Limited 3. Dhara Farming Private Limited 4. Veritas Agro Ventures Private Limited 5. Neolite Polymer Industries P.Ltd. 6. Veritas Polychem Private Limited 7. Groupe Veritas Limited 8. Sanman Trade Impex Limited 9. Aspen International Private Limited 10. Shimmer Trade Impex Private Limited 11. India Fintrade Limited 12. Revive Securities Private Limited 13. Priceless Investrade Private Limited 14. Shashwat Hospitality Services Privatelimited 15. Veritas Infra & Logistics Privatelimited 16. Veritas Investments Limited 17. Provid Trade Impex Private Limited 	<ol style="list-style-type: none"> 1. Veritas Polychem Private Limited 2. Veritas Infra & Logistics Private Limited 3. Veritas Petro Industries Private Limited

Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director a) Audit Committee b) Stakeholders' Relationship Committee	NIL	NIL
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Note: Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

By Order of the Board of Directors

Place: Mumbai
Date: 02nd September, 2022

Sd/-
Lalitmohan Sharma
Vice President – Legal and Company Secretary

Registered Office:
Veritas House, 3rd Floor,
70 Mint Road, Fort, Mumbai - 400001
Phone no: 91 22 2275 5555/6184 0000
[Email-corp@veritasindia.net](mailto:corp@veritasindia.net)