



Veritas [India] Limited

FLOOR-1,PLOT-18,VAKIL BUILDING,S S RAM GULAM MARG, NEW CUSTOM HOUSE,BALLARD ESTATE.,
M.P.T., Mumbai 400001

Tel No. +91 22 4058 7300 . Email. invgrv@swan.co.in. website. <https://www.veritasindia.net/>

CIN. L23209MH1985PLC035702

BSE Limited

September 4, 2025

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai - 400 001.

Scrip Code No.: 512229 ISIN: INE379J01029

Sub: Notice of the 40th Annual General Meeting and Annual Report for the F.Y. 2024-25 along-with Business Responsibility and Sustainability Report

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 40th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Friday, September 26, 2025 at 11.30 A.M. (IST) through Video Conferencing / Other Audio-Visual Means. Please find enclosed Notice of 40th AGM, along-with Annual Report and Business Responsibility and Sustainability Report (BRSR).

The Notice and Annual Report of the Company has been sent through electronic mode to all such members whose email addresses are registered with respective Depository Participants (DPs) or the Registrar and Transfer Agent (RTA), whose names appeared on the Register of Members as at the close of business hours on Friday, 29th August, 2025. For shareholders who have not registered their email addresses, a letter is being sent with the weblink of the path to access the complete Annual Report.

The Notice along-with the Annual Report is also available on the Company’s website <https://www.veritasindia.net/annual-reports> and the website of National Securities Depository Limited at www.evoting.nsdl.com

This is for your information and record.

Yours faithfully,

For Veritas (India) Limited

Arun Agarwal

Director & Company Secretary

DIN:02044613

Encl. as above

NOTICE

NOTICE is hereby given that the **40th** (Fortieth) Annual General Meeting (“**AGM**”) of the Members of **VERITAS (INDIA) LIMITED** will be held on **Friday, September 26, 2025** at **11:30 A.M.** (IST) through Video Conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at **Floor-1, Plot-18, Vakil Building, S. S. Ram Gulam Marg, New Custom House, Ballard Estate, M.P.T., Mumbai 400001.**

ORDINARY BUSINESS:

1. Adoption of IND AS compliant Financial Statements (Standalone & Consolidated):

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

- a) **“RESOLVED THAT** the Standalone Audited Financial Statements (Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Cash Flow Statements) for the year ended March 31, 2025, together with the Report of Board of Directors and Auditors thereon, be and are hereby approved and adopted.”
- b) **“RESOLVED THAT** the Consolidated Audited Financial Statements (Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Cash Flow Statements) for the year ended March 31, 2025, together with the Report of Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

2. Declaration of Dividend:

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

“RESOLVED THAT in terms of Section 123 of the Companies Act, 2013, dividend for the Financial Year 2024-2025 @ 5%, i.e., ₹ 0.05 for every equity share of face value of ₹ 1/- each on 2,68,10,000 equity share of ₹ 1/- each, amounting to ₹ 13,40,500/- (Rupees Thirteen Lakh Forty Thousand Five Hundred only) as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on March 31, 2025.

RESOLVED FURTHER THAT the above declared dividend be and is hereby paid to those members whose names appear on the Register of Members of the Company as on Friday, September 19, 2025 and to the beneficial owner(s) of the shares held in electronic mode or physical mode, as at close of business hours on Friday, September 19, 2025, as per details furnished by the Depositories.”

3. Re-appointment of Director retiring by rotation:

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

“RESOLVED THAT Mr. Arun Agarwal (DIN: 02044613), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company in terms of Section 152 of the Companies Act, 2013.”

SPECIAL BUSINESSES:

4. Appointment of Secretarial Auditor:

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

“RESOLVED THAT pursuant to the Section 204 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s. SKJP & Associates, Practicing Company Secretaries (Peer

review Certificate No. 6740/2025), as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from Financial Year 2025-26 to Financial Year 2029-30, on such remuneration, as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors (including any Committee so constituted) be and is hereby authorized 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.”

5. Approval of Material Related Party Transactions:

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (LODR) Regulations, 2015 (“Listing Regulations”) and applicable provisions, if any of the Companies Act, 2013 (“Act”), read with all applicable Rules and laws, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), to enter into and/or to carry out and/or to continue with existing contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) or modifications of earlier contract(s)/ arrangement(s)/agreement(s)/transaction(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with such related parties, as more specifically set out in the explanatory statement to this resolution on the terms & conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to execute/alter/vary all such contract(s)/arrangement(s)/agreement(s)/transaction(s) and writings, as deemed necessary and to settle all questions, difficulties or doubts and do all such acts, deeds, matters and things as it may deem fit at its absolute discretion In order to give effect to this resolution.”

6. Appointment of Ms. Bhagyashri Dixit (DIN: 10952866) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Bhagyashri Dixit (DIN: 10952866), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from August 13, 2025, pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive Five years from August 13, 2025 to August 12, 2030.”

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

By Order of the Board of Directors

Arun S. Agarwal

Company Secretary & Director

Mem. No. ACS 6572

Place: Mumbai

Date: August 13, 2025

Registered Office:

Floor-1, Plot-18, Vakil Building,
S. S. Ram Gulam Marg, New Custom House,
Ballard Estate, M.P.T.,
Mumbai 400001

NOTES:

- (i) The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) as amended, setting out material facts concerning the businesses therein forms part of this Notice. Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (SEBI Listing Regulations) and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or AGM) is furnished as Annexure to this Notice.
- (ii) Pursuant to provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 20, 2025 till Friday, September 26, 2025 (both days inclusive). The Notice of AGM is being sent to those members / beneficial owners whose names appear in the register of members / list of beneficiaries received from the depositories as at the end of business hours on Friday, August 29, 2025.
- (iii) The dividend on equity shares, if approved at the meeting, will be paid to those members whose names are on the Company’s Register of Members on Friday, September 19, 2025. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on Friday, September 19, 2025 as per the details furnished by the Depositories for this purpose.
- (iv) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 June 10, 2024 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
- (v) Mr. Jignesh Pandya, Practicing Company Secretary (CP No. 7346) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizer’s report of the total votes cast and submit the same, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (vii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://veritasindia.net> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE, where the shares of the Company are listed.
- (viii) In order to ensure timely credit of Dividend, the Shareholders, whose shares are in Physical mode, are requested to contact Company’s Registrar and Transfer Agents (RTA) **MUFG Intime India Private Limited** by sending a request on email at rnt.helpdesk@in.mpms.mufg.com or contact C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083, to update their bank account details in companies record and the shareholders whose shares are in Demat mode, are requested to update bank account details with their respective depository participants.
- (ix) Members may note that pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961.
 - a. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10.00% on the amount of Dividend declared and paid by the Company during financial year 2024-2025 provided

PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during financial year 2024-2025 does not exceed ₹ 10,000/. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2024-2025.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@in.mpms.mufg.com
- (x) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, Members are requested to note that dividend not encashed /claimed within seven years from the date of transfer to unpaid Dividend Account of the Company will be transferred to the Investor Education and Protection Fund (IEPF).
- (xi) In terms of Sections 101 and 136 of the Act, notice of AGM along with the Annual Report is being sent through electronic mode only to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report will also be available on the Company's website at www.veritasindia.net and websites of stock exchange i.e., BSE Limited at www.bseindia.com
- (xii) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangement in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
- (xiii) All the documents referred to in the Resolutions are open for inspection at the Company's Registered Office on all working days, except Saturday and Sunday, between 10:00 AM and 1:00 PM till Friday, September 26, 2025 and will also be available for inspection at the Meeting.

Re-appointment / Appointment of Directors:

The information required to be provided under Regulation 36(3) of the SEBI (LODR), Regulations 2015 and Secretarial Standards 2 on General Meetings issued by Institute of Company Secretaries of India in respect of Directors being appointed / re-appointed forms the part of the explanatory statement.

Voting through electronic means

1. In view of the relaxation provided by the Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, ('MCA Circulars'), the physical attendance of the Members at the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 read with circular no 9/2024 dated September 19, 2024 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 agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.veritasindia.net>. The Notice can also be accessed from the websites of the BSE Limited at www.bseindia.com (where the securities are listed) and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020 dated May 5, 2020 read together with General Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively and General Circular No. 9/2024 dated September 19, 2024 (“MCA Circulars”)

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, September 23, 2025 at 09:00 A.M. and ends on Thursday, September 25, 2025 till 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. 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 i.e. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com. either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 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. 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 i.e. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi Username & Password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders 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.com or call at 022 - 4886 7000. |
| Individual Shareholders 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 toll free No. 1800-21-09911. |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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

- 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.

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.nsdl.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.

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

4. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, 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.

2. Select “EVEN” of 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 Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
9. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to 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 to CS Jignesh Pandya at his email ID: jigneshpandyacs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. 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.
3. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in
4. There will be one vote for every DP ID & Client ID / folio number irrespective of the number of joint holders.
5. The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website <https://veritasindia.net> and on the website of NSDL; such Results will also be forwarded to the The BSE Limited, where the Company’s shares are listed.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of e mail IDs for e-voting for the resolutions set out in this notice:

1. 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 invgrv@swan.co.in.
2. 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 invgrv@swan.co.in. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in. for procuring user ID and password for e-voting by providing abovementioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member 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" 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 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at invgrv@swan.co.in The same will be replied by the company suitably.
6. 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 AGM, mentioning their name, demat account number/ folio number, email id, mobile number at invgrv@swan.co.in.
7. Members who do not wish to speak during the AGM but would like to seek further information or clarification, may send their queries from their registered email ID(s) in advance at least 7 (seven) days prior to the AGM date, mentioning their name, demat account number/ folio number, email ID, mobile number at invgrv@swan.co.in. so that the queries can be replied by the Company suitably. 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.

By Order of the Board of Directors

Arun S. Agarwal

Company Secretary & Director
Mem. No. ACS 6572

Place: Mumbai
Date: August 13, 2025

Registered Office:

Floor-1, Plot-18, Vakil Building,
S. S. Ram Gulam Marg, New Custom House,
Ballard Estate, M.P.T.,
Mumbai 400001

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Regulation 24A of the SEBI (LODR), Regulations, 2015 mandates that w.e.f. April 1, 2025, every Listed Company, based on the recommendation of the Board of Directors, shall appoint or re-appoint, a Secretarial Auditor for not more than one/two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. SKJP & Associates, Practicing Company Secretaries (Peer reviewed Certificate No. 6740/2025) Company Secretaries, as the Secretarial Auditors of the Company for a period of five (5) years, commencing from F.Y. 2025-26 to F.Y. 2029-30, subject to shareholder's approval at the ensuing Annual General Meeting.

SKJP & Associates, Practicing Company Secretaries is a Partnership Firm promoted by Mr. Shailesh A. Kachalia and Mr. Jignesh M. Pandya. The firm is a Peer Reviewed with Certificate No. 6740/2025. Mr. Shailesh Kachalia, Partner, is a member of ICSI since 1981, having Membership No. FCS 1391. He is in full time practice as a Company Secretary since 1995, having Certificate of Practice No. 3888. Mr. Jignesh Pandya, Partner, is a member of ICSI since 1990, having Membership No. ACS 7346. He is in full-time practice as a Company Secretary since 2006, having Certificate of practice no. 7318.

M/s. SKJP & Associates, Practicing Company Secretaries has provided its consent and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. SKJP & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are concerned or interested in the above Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a 'Related Party Transaction' ("RPT") with the Related Party shall be considered 'Material Related Party Transaction' ("MRPT"), if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

The Company or its Subsidiaries (including Step Down Subsidiaries) during financial year 2025-2026, proposes to enter into certain MRPTs, as mentioned above, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds. Accordingly, approval of the shareholders is being sought for all such MRPTs proposed to be undertaken by the Company, either directly or along with its subsidiaries.

Background, details of the transaction:

These transactions are pivotal for the seamless management of Company operations, ensuring that the supply of high-quality materials remains consistent, thereby enhancing overall productivity. Moreover, these transactions are not merely revenue-generating but also contribute significantly to business enhancement, catering to specific business requirements of the Companies.

In conclusion, these transactions provide a competitive advantage, facilitating access to essential resources, expertise, and strategic partnerships. This holistic approach contributes to the sustainable growth and success of the Companies involved.

Pursuant SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2021/662, dated November 22, 2021 and other applicable rules, circulars, the particulars of transaction(s) to be entered into by the Company with related party(ies) are as under:

TRANSACTIONS OF LISTED ENTITY WITH ITS RELATED PARTIES:

| Sr. No. | Name of the Related Party | Nature of Relationship (including nature of interest, financial or otherwise) | Aggregate maximum value of the contract(s)/ arrangement(s)/ transaction(s) (₹ in Crore) | Nature and material terms of contract(s)/ arrangement(s)/ transaction(s) | Percentage of the proposed MRPTs to counterparty's entity's annual turnover |
|---------|---|---|---|--|---|
| 1 | Swan Corp Limited ("SCL") formerly, Swan Energy Limited | Holding Company | 1000 | Sale and Purchase of Goods & Services Loans & Advances to be given or taken | 738.21 |
| 2 | Veritas Polychem Private Limited ("VPPL") | Subsidiary Company | 50 | Sale and Purchase of Goods & Services Loans & Advances to be given or taken | NA* |
| 3 | Veritas Agro Ventures Private Limited ("VAVPL") | Subsidiary Company | 20 | Sale and Purchase of Goods & Services Loans & Advances to be given or taken | NA* |

*Counterparty's annual turnover for the preceding year is NIL.

- The source of the funds for proposed MRPTs will be through raising of funds and/or internal resources/ accruals and/or any other appropriate sources.
- The terms & conditions of the proposed MRPTs shall be as mutually decided, by the Audit Committee and/or Board of Directors of the Company, at the time of actual transaction/s.
- Both the proposed MRPTs are likely to improve the revenue and profitability of the company in the longer run.
- The requirement of valuation or other external report is not applicable for the aforesaid MRPTs.

The percentage of the proposed MRPTs to listed entity's annual consolidated turnover are 24.40 for SCL, 1.22 for VPPL and 0.49 for VAVPL. The source of the funds for proposed MRPTs could be through Preferential Issues, Qualified Institutions Placements and/or Issue of other securities and/or out of internal resources/accruals and/or any other appropriate sources. The terms and/or tenure of such loans and/or inter- corporate deposits, and/or advances to be given or taken shall be as mutually decided, by the Audit Committee and/or Board of Directors of the Company, at the time of actual loans and/or inter-corporate deposits and/or advances to be given.

The company has provided all relevant details to the Audit Committee, which after reviewing, has, granted approval to the MRPTs, to be entered at arm's length and in the ordinary course of business in one or more tranches.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are concerned or interested in the above Resolution.

The Board recommends the Ordinary Resolution, as set out at Item No. 5 of the Notice, for the approval of the members of the Company. None of the Related Parties shall vote in the resolution.

ITEM NO. 6

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("Board") at its meeting held on August 13, 2025 had appointed Ms. Bhagyashri Dixit (DIN: 10952866) as Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from August 13, 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

The Company has received from Ms. Bhagyashri Dixit consent in writing to act as Director and intimation to the effect that she is not disqualified under Section 164(2) of the Act and a declaration to the effect that she meets the

criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. The Company has received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Bhagyashri Dixit for the office of Director of the Company. The Board has assessed the veracity of the above declarations and is of the opinion that she is independent of the management of the Company.

Ms. Bhagyashri Dixit, aged 44 years, is a founder and CEO of Stylebuds (Sheepstop.com), Pune, an e-commerce start-up company. She is the winner of 1st prize by the President of India, Late Dr. Shankar Dayal Sharma in National Literacy Poster Campaign, 1996 and Founding President of “Art and Creativity” club at the ISB. The NRC and the Board has identified amongst others, management and leadership experience, corporate governance, financial and management skills, diversity as the skills required for the role of an Independent Director, which, coupled with her rich experience will benefit the Company;

Further details of Ms. Bhagyashri Dixit pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and Secretarial Standard-2 on General Meetings is provided in the Annexure to this Notice.

In the opinion of the Board, Ms. Bhagyashri Dixit is a person of integrity and considering her experience and expertise, recommends her appointment as set out at Item No. 6 of this Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Bhagyashri Dixit and her relatives, are interested, financially or otherwise, in the Resolution as set out at Item No. 6 of this Notice.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval by the Members.

By Order of the Board of Directors

Place: Mumbai
Date: August 13, 2025

Arun S. Agarwal
Company Secretary & Director
Mem. No. ACS 6572

Registered Office:

Floor-1, Plot-18, Vakil Building,
S. S. Ram Gulam Marg, New Custom House,
Ballard Estate, M.P.T.,
Mumbai 400001

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

| Name of Directors | Mr. Arun S. Agarwal | Ms. Bhagyashri Dixit |
|---|---|--|
| DIN | 02044613 | 10952866 |
| Date of Birth | 14/08/1961 | 07/10/1981 |
| Age | 64 | 43 |
| Date of First Appointment | August 30, 2024 | August 13, 2025 |
| No. of Board Meeting attended during the year 2024-2025 | 4 | N.A. |
| Qualification | Company Secretary and Chartered Accountant | PGP in Management Dual Concentration: Finance & Leadership and Change Management and B.E. Specialization: Information Technology |
| Brief Resume | Mr. Arun S. Agarwal has nearly 40 years of post-qualification experience of corporate laws, accounts and finance. | Ms. Bhagyashri Dixit has nearly 20 years of working experience in various fields of business. |
| Expertise in specific functional area | Financial and Skill Management Management and Leadership Experience Corporate Governance | Financial and Skill Management Management and Leadership Experience Corporate Governance |
| List of outside Directorship held (Excluding foreign companies) | 1. S N Agarwal Share Brokers Private Limited. 2. Intlxpos Enterprises Private Limited. | N.A. |
| Membership / Chairmanship of the Committee in other companies (Excluding foreign companies) | N.A. | N.A. |
| Listed Companies from which the Director has resigned in the past three years | N.A. | N.A. |
| Disclosure of relationships between Directors inter-se | N.A. | N.A. |
| Shareholding in the Company (As on March 31, 2025) | NIL | NIL |
| Number of Equity Shares held in the Company for any other person on a beneficial basis | NIL | NIL |

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: August 13, 2025

Registered Office:

Floor-1, Plot-18, Vakil Building,
S. S. Ram Gulam Marg, New Custom House,
Ballard Estate, M.P.T.,
Mumbai 400001

Arun S. Agarwal

Company Secretary & Director

Mem. No. ACS 6572