

VERONICA PRODUCTION LIMITED

CIN: L22130GJ1990PLC014567

Regd. Office 130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot,
Gujarat, India, 360002

Website: www.veronicaproduction.com

Email Id: shreychemicals@gmail.com

Contact No.: - +91 99786 16014

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of Veronica Production Limited will be held on **Wednesday, 26th August 2026 at 02:00 PM** at the Registered Office of the Company situated at **130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot, Gujarat, India, 360002** to transact the following business:

Ordinary Business:

Item No 1: Adoption of financial statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and Reports of the Board of Directors and Auditors thereon.

Item No 2: To appoint a director in place of Mr. Rajeshbhai Haribhai Ruparelia [DIN 06546212], who retires by rotation, and being eligible, offers himself for re-appointment

“RESOLVED THAT Mr. Rajeshbhai Haribhai Ruparelia [DIN 06546212], who retires by rotation and being eligible offers herself for reappointment be and hereby re-appointed as Director of the Company liable to retire by rotation.

Special Business:

Item No 3: To consider and approve the appointment of Mr. Ajay Akhilesh Narayan [DIN: 11498980] as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of, Mr. Ajay Akhilesh Narayan [DIN: 11498980] as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years w.e.f. 22nd January 2026 to 21st January 2031, and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Any One Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or

otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

Item No 4: To consider and approve the appointment of Mrs. Sangitaben Sanjaybhai Sanghani [DIN: 11754604] as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or enactment(s), thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of, Mrs. Sangitaben Sanjaybhai Sanghani [DIN: 11754604] as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years w.e.f. 2nd June 2026 to 1st June 2031, and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Any One Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

**By Order of the Board
For Veronica Production Limited**

**Sd/-
Nirbhaybhai Dhruvbhai Dave
Managing Director
DIN: 10439618**

**Date: 29th July 2026
Place: Rajkot, Gujarat**

Notes to Annual General Meeting

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act a proxy for any other or shareholders. A proxy form is sent herewith.
2. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. The Register of Members and the Share Transfer Book of the Company will remain closed from 20-08-2026 to 26-08-2026 (both days inclusive) for the purpose of Annual General Meeting.
5. Corporate member intending to send their authorised representative to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution /Power of Attorney authorizing their representatives to attend and vote on their behalf of the Annual General Meeting.
6. Members, Proxies and authorized representative are requested to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at the meeting. In case of joint holders attending the meeting, the members whose names appear as the first holders in the order of names as per the Register of members of the Company will be entitled to vote.
7. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 19-08-2026, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.
8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of Annual General Meeting and the annual report, including financial statements, Board report, etc by electronic mode. The Company is accordingly forwarding soft copies of the notice of Annual General Meeting and Attendance Slip to all those members, who have registered

e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by permitted mode.

9. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
11. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.

Instructions and other information relating to e-voting are as under:

1. 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 MCA Circulars dated April 08, 2020, April 13, 2020, and May 05, 2020, 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 Purva Sharegistry (India) Private Limited (Purva) 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 Purva.
2. 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 www.veronicaproduction.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com>.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Sunday, 23rd August 2026 at 09:00 AM and ends on Tuesday, 25th August 2026 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 19th August 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 shareholders.

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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 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.

- 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>
- 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.



- 5) For OTP based login you can click on <https://eservices.nsdl.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 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.
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 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.

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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders 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; shreychemicals@gmail.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to shreychemicals@gmail.com or contact at 022- 022-49614132 and 022-35220056.

Redressal of complaints of Investor: The Company has designated an e-mail id: shreychemicals@gmail.com to enable Investors to register their Complaints, if any.

Important Communication to Members

As per the provisions of the Companies Act 2013 the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of email address for receiving notice/documents including Annual Report.

**By Order of the Board
For Veronica Production Limited**

**Sd/-
Nirbhaybhai Dhruvbhai Dave
Managing Director
DIN: 10439618**

**Date: 29th July 2026
Place: Rajkot, Gujarat**

Route map

Registered office

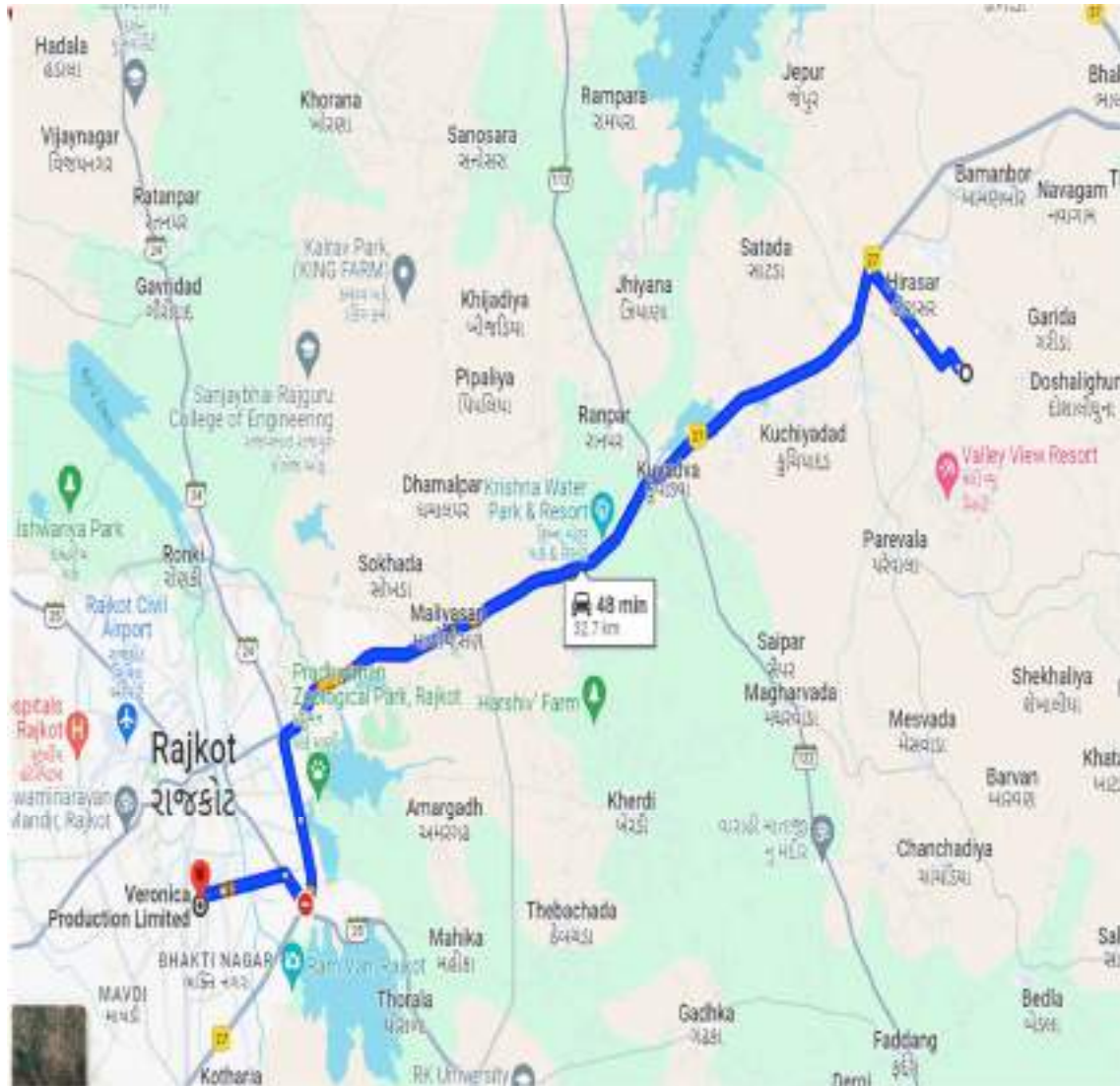
M/s Veronica Production Limited

CIN: L22130GJ1990PLC014567

130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot,
Gujarat, India, 360002

Email: shreychemicals@gmail.com

Website: www.veronicaproduction.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

SPECIAL BUSINESS:

Item No 3: To consider and approve the appointment of Mr. Ajay Akhilesh Narayan [DIN: 11498980] as a Non-Executive Independent Director of the Company

The Board of Directors at their meeting held on 22nd January 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Ajay Akhilesh Narayan [DIN: 11498980] as an Additional [Non Executive Independent] Director of the Company, with immediate effect for a term of five consecutive years commencing from 22nd January 2026 to 21st January 2031 (both days inclusive), subject to approval of the Members by way of Special Resolution.

Mr. Ajay Akhilesh Narayan is Bachelor of Arts from Bundelkhand University. Having more than 5 years of experience of HR, Admin and Accounts.

Pursuant to the provisions of Section 161 of the Act, Mr. Ajay Akhilesh Narayan will hold office up to the date of the ensuing General Meeting. However, in terms of Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval of members of the Company is required to be obtained for the appointment of a director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Ajay Akhilesh Narayan, through this Annual General Meeting.

Mr. Ajay Akhilesh Narayan is eligible to be appointed as a Non-Executive Independent Director of the Company for a term of up to five consecutive years. The Company has also received a declaration of eligibility from him. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

In conformity with the Company's Nomination and Remuneration Policy Mr. Ajay Akhilesh Narayan will be entitled to receive Sitting fees, if any, which are held by him, and such sums as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Mr. Ajay Akhilesh Narayan appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Ajay Akhilesh Narayan is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

In the opinion of the Board, Mr. Ajay Akhilesh Narayan proposed to be appointed as a Non-Executive Independent Director of the Company, fulfilling the conditions specified in the SEBI LODR and the Act and the Rules made thereunder and is independent of the Management.

A brief resume and details of Mr. Ajay Akhilesh Narayan as stipulated under Regulation 36(3) of SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India is as per "**Annexure-A**"

Item No 4: To consider and approve the appointment of Mrs. Sangitaben Sanjaybhai Sanghani [DIN: 11754604] as a Non-Executive Independent Director of the Company:

The Board of Directors at their meeting held on 2nd June 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mrs. Sangitaben Sanjaybhai Sanghani [DIN: 11754604] as an Additional [Non Executive Independent] Director of the Company, with immediate effect for a term of five consecutive years commencing from 2nd June 2026 to 1st June 2031 (both days inclusive), subject to approval of the Members by way of Special Resolution.

Mrs. Sangitaben Sanjaybhai Sanghani is having more than 5 years of experience of Agro Trading and Marketing

Pursuant to the provisions of Section 161 of the Act, Mrs. Sangitaben Sanjaybhai Sanghani will hold office up to the date of the ensuing General Meeting. However, in terms of Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval of members of the Company is required to be obtained for the appointment of a director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mrs. Sangitaben Sanjaybhai Sanghani, through this Annual General Meeting.

Mrs. Sangitaben Sanjaybhai Sanghani is eligible to be appointed as a Non-Executive Independent Director of the Company for a term of up to five consecutive years. The Company has also received a declaration of eligibility from her. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

In conformity with the Company's Nomination and Remuneration Policy Mrs. Sangitaben Sanjaybhai Sanghani will be entitled to receive Sitting fees, if any, which are held by her, and such sums as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Mrs. Sangitaben Sanjaybhai Sanghani appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mrs. Sangitaben Sanjaybhai Sanghani is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

In the opinion of the Board, Mrs. Sangitaben Sanjaybhai Sanghani proposed to be appointed as a Non-Executive Independent Director of the Company, fulfilling the conditions specified in the SEBI LODR and the Act and the Rules made thereunder and is independent of the Management.

A brief resume and details of Mrs. Sangitaben Sanjaybhai Sanghani as stipulated under Regulation 36(3) of SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India is as per **"Annexure-A"**

“Annexure-A”

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of the Director	Mr. Ajay Akhilesh Narayan	Mrs. Sangitaben Sanjaybhai Sanghani
DIN	11498980	11754604
Date of Birth	02/07/1996	01/01/1979
Nationality	Indian	India
Date of First Appointment on the Board	22 nd January 2026	2 nd June 2026
Designation	Non-Executive Independent Director	Non-Executive Independent Director
Qualification	Bachelor of Arts	Higher Secondary
Experience/ Expertise	Mr. Ajay Akhilesh Narayan is Bachelor of Arts from Bundelkhand University. Having more than 5 years of experience of HR, Admin and Accounts.	Mrs. Sangitaben Sanjaybhai Sanghani is having more than 5 years of experience of Agro Trading and Marketing.
Terms and Conditions of Appointment or Reappointment	5 years (22 nd January 2026 to 21 st January 2031), not liable to retire by rotation.	5 years (2 nd June 2026 to 1 st June 2031), not liable to retire by rotation.
Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time.	Sitting Fees as may be decided by the Board from time to time.
Remuneration last drawn	NA	NA
Number of Meetings of the Board attended during FY 2025-26	1	NA
Shareholding in the Company (Equity Shares of Rs. 10/- each)	NIL	NIL
List of Directorships in Other Companies	NIL	NIL

List of Chairmanship or membership of various Committees in listed company and other Companies	NIL	NIL
Relationship with other Directors of the Company	NA	NA

**By Order of the Board
For Veronica Production Limited**

**Sd/-
Nirbhaybhai Dhruvbhai Dave
Managing Director
DIN: 10439618**

**Date: 29th July 2026
Place: Rajkot, Gujarat**

VERONICA PRODUCTION LIMITED

CIN: L22130GJ1990PLC014567

Regd. Office 130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot,
Gujarat, India, 360002

Website: www.veronicaproduction.com

Email Id: shreychemicals@gmail.com

Contact No.: - +91 99786 16014

Attendance Slip for Annual General Meeting (To be handed over the Registration Counter)

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the Annual General Meeting of the Company at its Registered Office at 130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot, Gujarat, India, 360002 on Wednesday, 26th August 2026 at 02:00 PM.

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice and annual report for reference at the meeting.

Signature of the Member/Proxy / Authorised Representative

VERONICA PRODUCTION LIMITED

CIN: L22130GJ1990PLC014567

Regd. Office 130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot,
Gujarat, India, 360002

Website: www.veronicaproduction.com

Email Id: shreychemicals@gmail.com

Contact No.: - +91 99786 16014

BALLOT PAPER **ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3.	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4.	Number of Shares(s) held	:	

hereby exercise my/our vote in respect of the following resolutions proposed to be passed at the Annual General Meeting convened pursuant to the Notice dated 29th July 2026, scheduled to be held on 26th August 2026 at 2:00 PM. I/We convey my/our assent or dissent to each of the resolutions by placing a tick (✓) mark in the appropriate box provided below:

Resolution No.	Resolutions	Optional	
Ordinary Business:		For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)		
2.	To appoint a director in place of Mr. Rajeshbhai Haribhai Ruparelia [DIN 06546212], who retires by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution)		
Special Business:			
3.	To consider and approve the appointment of Mr. Ajay Akhilesh Narayan [DIN: 11498980] as a Non-Executive Independent Director of the Company (Special Resolution)		
4.	To consider and approve the appointment of Mrs. Sangitaben Sanjaybhai Sanghani [DIN: 11754604] as a Non-Executive Independent Director of the Company (Special Resolution)		

Place:

Signature of the Member

Date:

Or

Authorised Representative

General Instructions

1. Shareholders have option to vote either through e-voting i.e., electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted)
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

VERONICA PRODUCTION LIMITED

CIN: L22130GJ1990PLC014567

Regd. Office 130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot,
Gujarat, India, 360002

Website: www.veronicaproduction.com

Email Id: shreychemicals@gmail.com

Contact No.: - +91 99786 16014

Proxy form

Form No. MGT-11

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

Name of the Member (s):

Registered Address:

E Mail ID:

Folio No. /DP ID and Client ID:

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

(1) Name: _____ Address: _____

Email Id: _____ Signature: _____

(2) Name: _____ Address: _____

Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 26th August 2026 at 02:00 PM at 130, Silver Chamber, Tagore Road, Opp. Atul Motors, Rajkot, Gujarat, India, 360002 IN and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Ordinary Business	
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)
2.	To appoint a director in place of Mr. Rajeshbhai Haribhai Ruparelia [DIN 06546212], who retires by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution)
Special Business	
3.	To consider and approve the appointment of Mr. Ajay Akhilesh Narayan [DIN: 11498980] as a Non-Executive Independent Director of the Company (Special Resolution)
4.	To consider and approve the appointment of Mrs. Sangitaben Sanjaybhai Sanghani [DIN: 11754604] as a Non-Executive Independent Director of the Company (Special Resolution)

Signed this _____ day of _____, 2026

Signature of Proxy Shareholders

Signature of Shareholder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.