

To

November 28, 2015

The Vice President (Listing),
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

The Vice President (Listing),
The BSE Limited
PJ Towers,
Dalal Street, Mumbai-400001

Dear Sir,

**Board of Directors of Veto Switchgears And Cables Limited to consider and approve
Employees Stock Option Scheme, 2015 (Veto ESOP, 2015)**

We enclose herewith resolution passed in the Board Meeting for approval of Employees Stock
Option Scheme, 2015 (Veto ESOP, 2015) for employees of the Company along with the
employees of the Holding and Subsidiaries Company.

The said scheme is approved and adopted by the Board of Directors of the Company at its
meeting held today at Jaipur.

You are requested to take the above on record.

Yours' faithfully,


Chavi Rawat
Company Secretary cum Compliance Officer

Enclosed:

1. Outcome along with Board Resolution

November 28, 2015

The Secretary – Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

The Secretary – Listing Department
The BSE Limited
PJ Towers,
Dalal Street, Mumbai-400001

Dear Sir/Mam,

Ref.: Company Symbol: VETO

Sub.: Outcome of Board Meeting

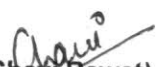
This is to inform you that Board of Directors at its meeting held on November 28, 2015 at 2:00 P.M.:

1. Approve the Employees Stock Option Scheme, 2015 (Veto ESOP 2015) for employees of Company along with the employees of Holding and Subsidiary Companies.
2. Reviewed other business activities.

We request you to take the above documents on record and acknowledge a receipt of the same.

Thank You

Yours Truly
For Veto Switchgears and Cables Limited


(Chait Rawat)
Company Secretary cum Compliance Officer

Place: Jaipur

Corporate Office :

230, Sindhi Colony, Raja Park, Jaipur-302 004 (Rajasthan) Tel : 0141-4100410-44 Fax : 4100415-25
Email : info@vetoswitchgears.com, vetoswitchgears@yahoo.co.in, Website : www.vetoswitchgears.com
Factory : Plot No. 65-67 & 74-77, Sector -5, IIE, SIDCUL, Ranipur, Haridwar-249403

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE SIXTH MEETING OF BOARD OF DIRECTORS OF VETO SWITCHGEARS AND CABLES LIMITED, HELD AT 230, SINDHI COLONY, RAJA PARK JAIPUR ON NOVEMBER 28, 2015 AT 2:00 P.M.

"RESOLVED THAT in accordance with the provisions of Sections 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share based Employees benefits) Regulations, 2014, as amended from time to time, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and such approvals, consents, permissions and sanctions, as may be required from the concerned authorities, the Board of Directors of the Company, hereby approves the "Employee Stock Option Scheme 2015" (hereinafter referred to as the "Scheme") to create and grant from time to time, Employees stock Options ("ESOPs") upto 5 % of the paid up share Capital of the Company as on the date of passing the resolution, exercisable into not more than 9,16,355 fully paid Equity Shares in the Company in aggregate of face value of Rs. 10 each at such price or prices to be determined as per the Scheme."

"RESOLVED FURTHER THAT Mr. Akshay Kumar Gurnani, Managing Director cum CEO of the Company be and is hereby authorized to sign on the Veto ESOP Scheme, 2015

For and on behalf of the Board



Dinesh Gurnani
(Whole time Director)
(DIN: 00218635)

Corporate Office :

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