

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolution appended below, in relation to:

(1) Migration of listing / trading of equity shares of the Company from NSE SME Platform i.e. **EMERGE** to **Main Board** of NSE.

is proposed to be passed by the Members through postal ballot/electronic voting (e-Voting).

The proposed resolution, along with the explanatory statement setting out the material facts and reasons thereto, and appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Ms. Manisha Kalra, Practicing Company Secretary as a Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than March 17th, 2015 (06:30 P.M.).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on March 18th, 2015 and communicated to the NSE, the depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.vetoswitchgears.com

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to applicable provisions of Securities And Exchange Board of India Act, 1992 and rules and regulations made there under, Securities Contract Regulations Act, 1956 and Rules made there under, SEBI (ICDR) Regulation, 2009 particularly chapter XB of SEBI (ICDR) Regulation, 2009 Companies Act, 2013 and any re-enactments or modifications thereto and rules made there under and subject to the provisions of listing agreement entered into by the Company applicable to Small and Medium Enterprises and Listing Agreement for listing of securities on main board of a Stock Exchange particularly NSE and subject to the applicable laws and by-laws and rules and regulations of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities and Exchange Board of India (SEBI), NSE, concerned Registrar of Companies (ROC), Reserve Bank of India (RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to apply and get 1,83,27,100 no. of Equity Shares of the Company of face value Rs. 10 Per Share, currently listed on

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

National Stock Exchange EMERGE, migrated to Main Board of National Stock Exchange and listed & traded on the exchange, from the date of Migration."

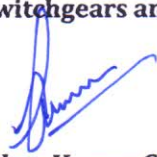
"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the said connection and to form any committee if it thinks and deem fit, delegate all or any of the powers herein conferred to any such committee of Directors or any Director and /or Officer of the Company and to appoint any such attorney / person to represent before the concerned authority and to delegate such powers to such person / representative, to give effect to this resolution."

Redg Office:

506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058.

Place: Jaipur
Date: February 10, 2015

**By Order of the Board
For, Veto Switchgears and Cables Limited**


**Akshay Kumar Gurnani
(Managing Director)
(DIN: 06888193)**

NOTES

- 1) The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
- 2) The Board has appointed Ms. Manisha Kalra, Practicing Company Secretary, as Scrutinizer for conducting the postal Ballot/e-Voting process in a fair and transparent manner.
- 3) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the latest Benpos available with the Company and Registrar. Accordingly, the Member whose names appear on the Register of Members/ List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)) as on the latest Benpos available with the Company will be considered for the purpose of sending this notice of voting.
- 4) The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1(one) English Newspaper and at least 1(one) regional language newspaper where the registered office of the Company is situated and published on the Company website.
- 5) In accordance with the provisions of Section 108, 110 and the applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email address with the Depository Participants or with the Company's Registrar and Share Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode)i.e. through registered or speed post or through courier), along with a postage- paid self-addressed Business Reply Envelope.
- 6) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on the resolution set forth in this Notice.
- 7) Members are required to notify immediately any changes in their address and email Id to the Company.

- 8) Members can opt for only one mode of voting, i.e. by physical ballot or e- voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this notice.
- 10) In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to cs.chavi@vetoswitchgears.com . The Registrar and Share Transfer Agent of the Company/ Company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the Member.
- 10) A Member cannot exercise his/her vote by proxy on postal ballot.
- 11) Members desiring to exercise their vote by physical postal ballot are requested to read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than March 17th, 2015 (06:30 P.M.).The postage will be borne by the Company. However envelopes containing postal ballots, if send by courier or registered /speed post at the expense of the Members will be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope.
- 12) The duly completed Postal Ballot Form(s) should reach Scrutinizer not later than March 17th, 2015 (06:30 P.M.) at Address: S-14, Shopping Centre, Opposite L.B.S College, Tilak Nagar, Jaipur to be considered, failing which, it will be strictly considered that no reply has been received from the Member.
- 13) In case of joint-holding, the postal ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named member.
- 14) Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
- 15) The Scrutinizer will submit her report to the Chairman after the Completion of scrutiny of the Postal Ballot (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on March 18th, 2015 at the registered office of the Company and will also be displayed on website of the Company (www.vetoswitchgears.com) and on RTA's or CDSL's Website and communicated to the National Stock Exchange of India Limited, where the shares of the Company are listed.
- 16) Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 17) The date of declaration of results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 18) All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of Notice till March 17, 2015.
- 19) The Board of Directors has appointed the Managing Director and Company Secretary as person responsible for the entire Postal Ballot process.
- 20) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.

The instructions for members for voting electronically are as under:-

- **In case of members receiving e-mail:**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Veto Switchgears and Cables Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (150123005) for Veto Switchgears and Cables Limited.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- **In case of members receiving the physical copy:**
- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- The date of commencement of e-voting is Monday, February 16, 2015 and the last date for e-voting is Tuesday, March 17, 2015. The e-voting module will be disable for voting thereafter by CDSL.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

General Instructions:

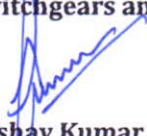
All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during business hours on all working days up to the date March 17, 2015.

Redg Office:

506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058.

Place: Jaipur
Date: February 10, 2015

**By Order of the Board
For, Veto Switchgears and Cables Limited**


Akshay Kumar Gurnani
(Managing Director)
(DIN: 06888193)

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

As the members/shareholders are aware that the Equity Shares of the Company are listed on SME platform of National Stock Exchange of India Ltd. (NSE) i.e. EMERGE w.e.f. December 13, 2012. Company made an IPO in December 2012 on SME platform of NSE i.e. EMERGE and raised an amount of Rs. 25 Crores which has been deployed on the objects. The Equity Shares of the Company are traded on NSE i.e. EMERGE AND THE Company has made a bonus of 1 Equity Share for every 10 Equity Shares held (1:10) in September, 2013.

The Company has been performing consistently and adding to the product portfolio year by year. The 'VETO' & 'VIMAL POWER' brand has been gaining popularity through large network of dealers and customers in India and select customers abroad. The listing of Equity Shares enhanced transparency in the functioning and the Company has been benefitted. Over the period Company gained a good experience of compliances, Board procedures, Corporate Governance practices on account of SME listing and Company is geared up for moving on to the Main Board of NSE.

In terms of present rules/ regulations the Equity Shares listed on SME platform can be migrated to Main Board of Exchanges after an initial period of 2 years from the date of listing. Your Company is well poised to migrate on the Main Board of NSE and the eligibility criteria's for migration on Main Board are fulfilled. The listing on Main Board of NSE will make your Company one of the prestigious Company listed on one of the largest Stock Exchange of India i.e. NSE. The listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company and will also open up avenues of considering further resource raising if required for the business purposes. This will help the Company to grow further and expand the opportunities of business. The Shareholders approval for the said purpose is sought through this resolution as required under Chapter XB of SEBI ICDR Regulations.

Please note that the proposed special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal amount to atleast 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

None of the Directors and Key Managerial Personnel of the Company or their representative relatives is concerned or interested in the passing of this resolution.

Regd. Office:

506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058.

Place: Jaipur

Date: February 10, 2015

By order of the Board

for VETO SWITCHGEARS AND CABLES LIMITED


AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR)
(06888193)



VETO SWITCHGEARS AND CABLES LIMITED

Regd. Office: 506, 5th Floor, Plot No. B-9, Landmark Building, New Link Road, Andheri (West), Mumbai,

Maharashtra-400058

CIN: L31401MH2007PLC171844

www.vetoswitchgears.com

Serial No.: _____

Postal Ballot Form

S.No.	Particulars	Details
1.	Name(s) of the Shareholder(s) (including joint holders) (In block Letters)	
2.	Registered Address	
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	No. of Equity Shares held	

I / We hereby exercise my/our vote in respect of the Ordinary/ Special Resolution to be passed through postal Ballot for the business stated in the Notice of the Company by conveying my/ our assent or dissent to the said resolution by placing a tick (✓) mark in appropriate box below:

Item No.	Resolution Summary	No. of Shares Held by me	I assent to the resolution Please Tick (✓)	I dissent to the resolution Please Tick (✓)
1.	Special Resolution to accord consent to the Migration from NSE SME Emerge Platform to NSE Main Board			

Place:

Date:

Signature of the Member

Electronic Voting particulars

The e-voting facility is available on www.evotingindia.com. The electronic voting particulars are set as follows:

EVS (E-voting Event Number)	User ID	Password
150123005		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	Ending of e-voting
February 16th, 2015 at 9:00 A.M.	March 17 th , 2015 at 6:30 P.M.

Notes:

Please read the instructions given below before filing this form and for e-voting. Please refer to the instructions for voting through the electronic means provided in the postal ballot notice send herewith.

Instructions

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage- paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/ speed post at the expense of the Member will be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice send herewith.
3. The self-addressed envelopes bear the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholder. In case of joint shareholding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 1 assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 1 Dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a) Unsigned Postal Ballot Forms will be rejected;
 - b) If the Member's signature does not tally;
 - c) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent', to the Resolution in such manner that the aggregate shares voted for 'Assent' or 'Dissent' exceeds total number of shares held;
 - d) If the Postal Ballot is unsigned, incomplete or incorrectly filled;
 - e) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes for 'Assent' or 'Dissent' or if the signature could not be verified or one or more of the above grounds
7. Duly completed Postal Ballot Forms should be reached the Scrutinizer on or before March 17, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A member may request for duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in item (7) above.
9. In case of shares held by the Companies, Trusts, Societies, etc., the duly completed Postal Ballot Forms should be accompanied by a certified True copy of Board Resolution/ Power of Attorney/ Attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at manid_1984@yahoo.com, with a copy marked to helpdesk.evoting@cdslindia.com, or deposited at the registered Office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage- prepaid Envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.
13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
14. The result of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results of the Postal Ballot will also be posted on the website of the Company at www.vetoswitchgears.com.

Veto Switchgears and Cables Limited

CIN: L31401MH2007PLC171844

Regd. Office: 506, 5th floor, Plot No. B-9,

Landmark Building, New Link Road,

Andheri (West), Mumbai,

Maharashtra-400058