



ALL ELECTRICAL SEGMENT

VETO SWITCHGEARS AND CABLES LTD.

Regd. Office : 506, 5th FLOOR PLOT NO. B-9, LANDMARK BUILDING, NEW LINK ROAD, ANDHERI (WEST), MUMBAI, MAHARASHTRA 400058

CIN : L31401MH2007PLC171844



To,

Date: 26th August, 2015

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

REF: Veto Switchgears and Cables Limited

Sub.: FILING OF COPY OF THE PROCEEDINGS OF 8TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 26TH AUGUST, 2015

Dear Sir,

Pursuant to the clause 31 of Listing Agreement, we hereby submitting copy of the proceedings of 8th Annual General Meeting of the Company held on Wednesday, 26th day of August 2015 at 01.00 P.M. at China-1, G-05, Morya Landmark, Plot B-25, off New Link road, Andheri west, Mumbai

You are requested to kindly take the note of the above and upload the same on the website of the exchange.

Thanking you,

Yours faithfully,

For Veto Switchgears and Cables Limited

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

Enclosed:

T Proceedings of the 8th Annual General Meeting.

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

**PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING OF VETO SWITCHGEARS AND
CABLES LIMITED HELD ON WEDNESDAY, 26TH DAY OF AUGUST 2015**

The 8th Annual General Meeting ("the AGM") of the Members of the Company was held on August 26, 2015 at 1:00 PM at China-1, G-05, Morya Landmark, Plot B-25, off New Link road, Andheri (West), Mumbai.

Mr. Akshay Kumar Gurnani chaired the proceedings of the meeting. Ms. Jyoti Gurnani, Director of the Company, chaired the proceedings in respect of the items of business where Mr. Akshay Kumar Gurnani was deemed to be interested.

Total 8 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended on March 31, 2015 and given Chairman's speech together with discussing future outlook of the Company. With the permission of the Members, the financial statement together with Auditors' and Directors' Report were taken as read.

The Chairman has replied queries rose by few of the Shareholders as well as provided with satisfactory explanations.

The Chairman informed the Members that pursuant to the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided for e-voting facility to the Members of the Company in respect of businesses to be transacted at the AGM. He informed that the e-voting commenced from 23rd August, 2015 at 10:00 A.M to 25th August, 2015 at 10:00 A.M.

Ms. Manisha Kalra, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has also arranged for Polling at the venue of the Meeting for all the Shareholders who had not availed e-voting facility for the resolutions set out in the Notice of the AGM.

Thereafter, the Chairman appointed Ms. Manisha Kalra, Practicing Company Secretary as the Scrutinizer for the Polling and requested her for an orderly conduct of the voting.

The resolutions put for Polling and passed by the Members, briefly, related to:

ORDINARY BUSINESS

1. Adoption of the Audited Balance Sheet as at and Profit and Loss for the financial year ended on March 31, 2015 and the Reports of the Directors and Auditors thereon. (Ordinary Resolution)
2. Reappointment of Ms. Jyoti Gurnani as a Director retiring by rotation. (Ordinary Resolution)



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3. Appointment of M/s SGCO& Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration. (Ordinary Resolution)

SPECIAL BUSINESS

4. Increase in Managerial Remuneration (Special Resolution)
5. Approval of Employee Stock Option Purchase (ESOP) (Special Resolution)
6. Grant of Stock Options to the Employees of Holding and Subsidiary Companies under ESOP Scheme. (Special Resolution)

The Chairman announced that the combined result of e-voting and polling will be placed on the website of the Company and also will be notified to the Stock Exchange.

Thereafter there being no other business, the Meeting terminated with a vote of thanks to the Chairman.

For Veto Switchgears and Cables Limited



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