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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

GURNANI GROUP

8Th ANNUAL GENERAL MEETING HELD ON 26TH AUGUST, 2015
Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 8th Annual General Meeting (AGM). The e-voting was open from 23rd August, 2015 at 10:00 A.M to 25th August, 2015 at 10:00 A.M.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 8th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Ms. Manisha Kalra, Practising Company Secretary as the Scrutinizer for e-voting and poll to be conducted at the AGM. The Scrutinizer have carried out the scrutiny of all the electronic votes received up to the close of working hours on 25th August, 2015 and poll received till the conclusion of the meeting and submitted her Report on 26th August, 2015.

The Consolidated Results as per the Scrutinizers' Report dated 26th August, 2015 is as follows:

Particulars	% Votes in Favour	% Votes Against
Ordinary Business:		
Resolution No. 1: Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015	100%	0
Resolution No. 2: Re-Appointment of Ms. Jyoti Gurnani as a Director	100%	0
Resolution No. 3: Appointment of M/s SGCO& Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31st March, 2016	100%	0
Special Business:		
Resolution No. 1: Increase in Managerial Remuneration of Mr. Akshay Kumar Gurnani	100%	0
Resolution No. 2: Approval for Employee Stock Option Purchase Scheme (ESOP Scheme)	100%	0
Resolution No.3: Grant of Stock Options to the Employees of Holding and Subsidiary Companies under ESOP scheme	100%	0

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 8th Annual General Meeting have been duly approved by the Scrutinizer with requisite majority.

For Veto Switchgears and Cables Limited

Date: August 27, 2015

Sd/-
Mr. Akshay Kumar Gurnani
(Chairman)
(For Resolution No. 1 to 3 of Ordinary And 2, 3 of Special Business)

Sd/-
Ms. Jyoti Gurnani
(Chairman)
(For resolution No. 1 of Special Business)

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CIN :L31401MH2007PLC171844

GURNANI GROUP

Outcome of Voting Annual General Meeting (As per Clause 35A of Listing Agreement)

Date of Annual General Meeting	August 26th, 2015		
Total number of Shareholders as on record date (August 19th, 2015)	478 Shareholders		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoters Group	Public	
	In Person	In Person	Through Proxy
	5	0	3
No. of shareholders attended the meeting through Video Conferencing	Promoters & Promoters Group	Public	
	N.A.	N.A.	

Agenda Wise

The mode of voting for all the resolutions was:
1. E- voting conducted between 23rd August, 2015 (10:00 A.M.) to 25th August, 2015 (10:00 A.M.) and
2. Poll conducted at the meeting.

Given below is the resolution wise combined result of e-voting and Poll.

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015 (Ordinary Resolution)

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes – against (5)	%of Votes in favour on votes polled (6)=[(4)/(2)]*100	%of Votes in against on votes polled (7)=[(5)/(2)]*00
Promoter and Promoter Group	13160774	11767571	89.41%	11767571	0	100%	0%
Public Institutional Holders	582450	0	0%	0	0	0%	0%
Public-Others	4583876	908636	19.82%	908636	0	100%	0%
Total	18327100	12676207	69.17%	12676207	0	100%	0%

Veto Switchgears and Cables Ltd. Mumbai

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

Resolution No. 2: Re-Appointment of Ms. Jyoti Gurnani as a Director (Ordinary Resolution)

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes – against (5)	%of Votes in favour on votes polled (6)=[(4)/(2)]*100	%of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13160774	11767571	89.41%	11767571	0	100%	0%
Public Institutional Holders	582450	0	0%	0	0	0%	0%
Public-Others	4583876	908636	19.82%	908636	0	100%	0%
Total	18327100	12676207	69.17%	12676207	0	100%	0%

Resolution No. 3: Appointment of M/s SGCO& Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes – against (5)	%of Votes in favour on votes polled (6)=[(4)/(2)]*100	%of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13160774	11767571	89.41%	11767571	0	100%	0%
Public Institutional Holders	582450	0	0%	0	0	0%	0%
Public-Others	4583876	908636	19.82%	908636	0	100%	0%
Total	18327100	12676207	69.17%	12676207	0	100%	0%

SPECIAL BUSINESS:

Resolution No. 1: Increase in Managerial Remuneration of Mr. Akshay Kumar Gurnani (Special Resolution)

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes – against (5)	%of Votes in favour on votes polled (6)=[(4)/(2)]*100	%of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13160774	11767571	89.41%	11767571	0	100%	0%
Public Institutional Holders	582450	0	0%	0	0	0%	0%
Public-Others	4583876	908636	19.82%	908636	0	100%	0%
Total	18327100	12676207	69.17%	12676207	0	100%	0%



Resolution No. 2: Approval for Employee Stock Option Purchase Scheme (ESOP Scheme) (Special Resolution)

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes – against (5)	%of Votes in favour on votes polled (6)=[(4)/(2)]*100	%of Votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13160774	11767571	89.41%	11767571	0	100%	0%
Public Institutional Holders	582450	0	0%	0	0	0%	0%
Public-Others	4583876	908636	19.82%	908636	0	100%	0%
Total	18327100	12676207	69.17%	12676207	0	100%	0%

Resolution No. 3: Grant of Stock Options to the Employees of Holding and Subsidiary Companies under ESOP scheme (Special Resolution)

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes – against (5)	%of Votes in favour on votes polled (6)=[(4)/(2)]*100	%of Votes i against on votes polle (7)=[(5)/(2)]* 00
Promoter and Promoter Group	13160774	11767571	89.41%	11767571	0	100%	0%
Public Institutional Holders	582450	0	0	0	0	-	-
Public-Others	4583876	908636	19.82%	908636	0	100%	0%
Total	18327100	12676207	69.17%	12676207	0	100%	0%

*Voting Rights are in proportion to shares held as on 19th August, 2015

As per the consolidated results of e-voting and poll on item no.1 to 3 of Ordinary Business and 1 to 3 of Special Business of the notice of AGM, all the resolutions are passed by requisite majority.

Veto Switchgears and Cables Ltd. Mumbai