MANISHA KALRA

COMPANY SECRETARIES

S-14, Shopping Centre,
Opp. L.B.S. College, Tilak Nagar,
Jaipur, Rajasthan
E-mail:
manid_1984@yahoo.com
M - 98877-12681

SCRUTINIZER'S REPORT

Date: August 27, 2015

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(Xii) of the Companies (Management and Administration) Rules, 2014)

To,

Mr. Akshay Kumar Gurnani,
(Managing Director and Chairman)
Veto Switchgears and Cables Limited
506, 5th Floor, Plot No. B-9,
Landmark Building, New Link Road,
Andheri (west), Mumbai, Maharashtra-400058

8th Annual General Meeting of the Equity Shareholders of Veto Switchgears and Cables Limited, held on August 26, 2015 at 1:00 P.M. at China 1 G-05, Morya Landmark 1, Plot No. -B-25, Off New Link Road, Andheri (West), Mumbai - 400020, Maharashtra.

Dear Sir

1. I Manisha Kalra, S-14, Shopping Centre, Opposite L.B.S. College, Tilak Nagar, Jaipur, Rajasthan, was appointed as Scrutinizer by the Board of Directors of Veto Switchgears And Cables Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 8th Annual General Meeting of the Equity Shareholders of the Company held on August 26, 2015 at 1:00 p.m. at the China 1 G-05, Morya Landmark 1, Plot No. -B-25, Off New Link Road, Andheri (West), Mumbai - 400020, Maharashtra, India, submit our report as under:



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2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 8th Annual General meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.

3. I have rendered scrutinizer's report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

4. The result of the voting is as under: Ordinary Business

   a) Resolution-1: Ordinary Resolution
   To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31,2015.

      i. Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
8	12676207	100%

      ii. Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

MANISHA KALRA * ACS 37320 CP 13685 * Practicing Company Secretary

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iii. Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) Resolution-2: Ordinary Resolution
To re -Appointment of Ms. Jyoti Gurnani as a Director, who retires by rotation.

i. Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
8	12676207	100%

ii. Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

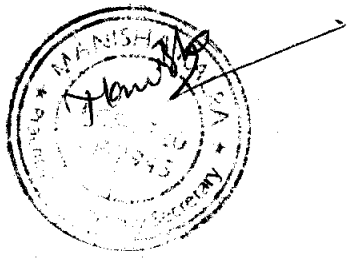
iii. Invalid/Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) Resolution-3: Ordinary Resolution
To re - Appoint M/s SGCO& Co., Chartered Accountants as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31st March, 2016

i. Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
8	12676207	100%



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ii. Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. The result of the voting is as under: Special Business

a) Resolution-1: Special Resolution

To Increase in Managerial Remuneration of Mr. Akshay Kumar Gurnani

i. Voted in favour of the resolution:

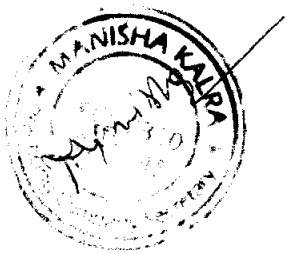
Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
8	12676207	100%

ii. Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



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b) Resolution-2: Special Resolution

To Approve for grant of Employee Stock Option Purchase Scheme (ESOP Scheme)

i. Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
8	12676207	100%

ii. Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) Resolution-3: Special Resolution

To Approve for grant of Stock Options to the Employees of Holding and Subsidiary Companies under ESOP scheme

i. Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
8	12676207	100%

ii. Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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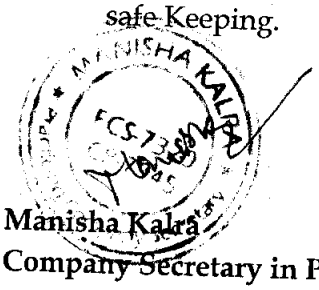
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iii. Invalid/ Abstain votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
NIL	NIL

6) All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 8th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe Keeping.



Manisha Kalra
Company Secretary in Practice
M.No.: FCS 7320
CP No. 7945