MANISHA KALRA

COMPANY SECRETARIES

S-14, Shopping Centre,
Opp. L.B.S. College, Tilak Nagar,
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E-mail:
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SCRUTINIZER'S REPORT

Date: 18th March, 2015

To,

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

Sub: Result of Postal Ballot conducted in respect of Special Resolution to be passed through Postal Ballot covered under the Notice dated 10.02.2015

Dear Sir,

The Board of Directors of the Company at its Meeting held on 14/11/2014 has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 [the 'Act'] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for voting by Electronic Means and Postal Ballots received in respect to the notice dated 10.02.2015 issued by Veto Switchgears and Cables Limited to all shareholders of the Company.

1. In this Connection, I hereby submit my report as under:-
   a) The Company has completed the dispatch of Postal Ballot papers, through courier, Registered Post and Airmail, as the case may be, along with the Postage prepaid business reply envelope to its members on 10.02.2015. The Company has also completed the dispatch of Postal Ballots through E-Mail, with respect for e-voting.

   b) Particulars of the Postal Ballot papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.



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c) The Postal Ballot Papers were kept under my custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Papers.

d) In accordance with the Companies (Management and Administration) Rules, 2014,all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 6:30 P.M. on 17.03.2015, (last date and time fixed by the Company for receipt of the Postal Ballot Papers &e-voting)were considered for my scrutiny.

e) The Postal Ballot Papers as well as e-voting communications were duly opened in my presence and scrutinized and the shareholdings were matched/confirmed with the Register of Members of the Company/ list of Beneficiaries.

f) I did not find any defaced or mutilated Ballot Paper.

2. Voting pattern of Special Resolution passed through the Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION NO. 1. SPECIAL RESOLUTION FOR MIGRATION FROM NSE SME PLATFORM i.e. EMERGE TO MAIN BOARD OF NSE

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-in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	%of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1094867	1094867	100	1094867	NIL	100	100
Public – Institutional holders	--	--	--	--	--	--	--
Public-others	140250	140250	100	140250	NIL	100	100
Total	**1235117**	**1235117**	**100**	**1235117**	**NIL**	**100**	**100**

- Excludes invalid votes FOR 42,900 shares.

MANISHA KALRA
CS 7320
CP-7945
Practicing Company Secretary

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3. To conclude, the Special Resolution enumerated above is passed with the requisite majority.

4. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

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