VETO SWITCHGEARS AND CABLES LTD.®

SINCE 1967

ALL ELECTRICAL SEGMENT

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

GURNANI GROUP

CIN :L31401MH2007PLC171844

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400001

National Stock Exchange Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai -400051

SCRIP CODE: 539331; VETO

Dear Sir/Madam,

Sub: Outcome of Board Meeting

This is to inform you that the Directors of the Company at its Third Board Meeting for the Financial Year held on 6th September 2017 discussed and consented on the following matters:

1. Discussed and approved the Annual Report 2016-17 containing the Directors report, Audited Financial statements, Auditors report, and annexures thereon and authorized relevant persons for signing of them.
2. Discussed and approved Notice of 10th Annual General Meeting 2016-17 and authorized for signing of the same.
3. The Notice of the AGM and the Annual report for the year ending 31st March, 2017 containing Report of Directors' and the Auditors' along with the audited and consolidated financial statements for the year ended 31st March, 2017, will be dispatched to the members to their registered address or email id's on 25th August, 2017 (Cut-off date for those shareholders who will be given AGM Notice and Annual Report).
4. The remote e-voting period begins on Tuesday, 26th September 2017 9:00 A.M. and ends on Thursday, 28th September 2017 5:00 P.M.
5. The cut-off date for the members who can participate in the e-voting will be 22nd September 2017.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 27th September 2017 to Friday, 29th September 2017 for the purpose of AGM and ascertainment of members for entitlement of final dividend on equity share for the financial year 2016-17, if approved by the members in the AGM.
7. Reviewed other business activities.

This is for your information and record.

Thanking You.

FOR VETO SWITCHGEARS AND CABLES LIMITED

Veto Switchgears & Cables Ltd. JAIPUR

Akshay Kumar Gurnani
Managing Director
(DIN: 06888193)

Place: Jaipur
Date: September 6th, 2017

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

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SINCE 1967

ALL ELECTRICAL SEGMENT

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

GURNANI GROUP

CIN :L31401MH2007PLC171844

Date: 06/09/2017

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400001

National Stock Exchange Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai -400051

SCRIP CODE: 539331; VETO

Dear Sir/Madam,

Sub: Intimation with respect to Annual General Meeting, date of closure of transfer books and cut off date.

This is to inform you that that the 10th Annual General Meeting("AGM") of the Members of the Company will be held on **Friday, September 29th, 2017 at 12.00 P.M. at G-05, China 1, Bandra Kurla complex, Bandra East, Mumbai Maharashtra 400051**. The Notice of the AGM and the Annual report for the year ending 31st March, 2017 containing Report of Directors' and the Auditors' along with the audited and consolidated financial statements for the year ended 31st March, 2017, will be dispatched to the members to their registered address or email id's on 25th August, 2017 (Cut-off date for dispatch of AGM Notice and Annual Report).

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 & 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is hereby given that the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 27th September 2017 to Friday, 29th September 2017 (both inclusive)for the purpose of AGM and ascertainment of members for entitlement of final dividend of Re. 1.00 per equity share of Rs. 10 each for the financial year 2016-17, if approved by the members in the AGM.

The company is providing the facility for voting through electronic means ("remote e-voting"), to enable them to cast their vote electronically on resolution proposed to be passed in the AGM. The board has appointed Ms. Manisha Kalra, Practising Company Secretary as the Scruitnizer for conducting e-voting in fair and transparent manner. 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. The remote e-voting period begins on Tuesday, 26th September 2017 9:00 A.M. and ends on Thursday, 28th September 2017 5:00 P.M. and during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The details and procedure for remote e-voting has been mentioned in the notice of AGM.

This is for your information and record.

Thanking You.

Yours Truly,
For Veto Switchgears and Cables Limited

Veto Switchgears & Cables Ltd. JAIPUR

Mr. Akshay Kumar Gurnani
Managing Director cum CEO

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

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
Tel No. : 0141-4100400/444 Fax No. 0141-4100410 Website: www.vetoswitchgears.com
Email: info@vetoswitchgears.com, cs@vetoswitchgears.com

Notice is hereby given that the 10th Annual General Meeting (AGM) of the members of Veto Switchgears and Cables Limited will be held on Friday, September 29th, 2017 at G-05, China 1, Bandra Kurla complex, Bandra East, Mumbai Maharashtra 400051 at 12.00 P.M. to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended on 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of Rs. 1.00 per equity share, already paid and declare final dividend of Re. 1.00/- per share having face value of Rs. 10/- each aggregating to 10% of F.V., for the financial year ended on 31st March 2017.
3. To re-appoint Mr. Narain Das Gurnani (DIN 01970599) as a director, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rule, 2014, the Board of Directors of the Company do and hereby recommend appointment of M/s. K. M. Tulsian & Associates (Firm Registration No. 111075W), as the Statutory Auditor(s) of the Company for a period of five years commencing from the conclusion of the 10th Annual General Meeting till the conclusion of 15th Annual General Meeting to be held in the year 2022, subject to the ratification by members at every Annual General Meeting to be held subsequent to the 10th Annual General Meeting on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. Ratification of Remuneration and appointment of Cost Auditors

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Rajesh Goyal & Co., Cost Accountants having Firm Registration No. 000031 appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs. 15,000/- (Fifteen thousand Rupees only) inclusive of Goods and Service tax as applicable and re-imbursement of out of pocket

expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

6. Revision in the terms of remuneration of Mr. Narain Das Gurnani (DIN 01970599), Whole-time Director and CFO of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in partial modification of the relevant Resolution passed earlier by the shareholders at the Annual General Meeting of the Company held on 28th September 2016 and in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Narain Das Gurnani (DIN 01970599), Whole-time Director and CFO of the Company for the remaining period of his existing tenure upto 27th September, 2021 such that the upper limit in the scale of Basic Salary per month is increased to Rs. 1,00,000/- per month or an amount upto 5% of the net profits as calculated in accordance with the provisions of Section 197 of the Act (as may be decided by the Board from time to time), from the existing Rs. 70,000/- per month or an amount upto 1% of the net profits as calculated in accordance with the provisions of Section 197 of the Act (as may be decided by the Board from time to time), and other benefits to which he is entitled to as a Whole time Director (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto."

"RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year the Whole Time Director shall be paid a minimum remuneration upto Rs. 1,00,000/- per month subject however that the maximum remuneration payable shall be within the limits prescribed under Schedule V as amended from time to time and in the event such remuneration exceeds the prescribed limits under Schedule V, consent of members, Board of Directors and the Central Government be obtained in such a manner that the remuneration payable by way of salary and perquisites shall not be reduced."

"RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole-time Director and CFO of the Company, as approved by the Resolution passed at the Annual General Meeting of the Company held on 28th September 2016 shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Mr. Narain Das Gurnani (DIN 01970599) as approved to Rs. 1,00,000/- per month or an amount upto 5% of the net profits as calculated in accordance with the provisions of Section 197 of the Act and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

7. Appointment of Dr. Kanwarjeet Singh (DIN: 07813714) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Kanwarjeet Singh (DIN: 07813714), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at the ensuing Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith a deposit of Rs. 1,00,000/- in terms of Section 160 of the Act from a Member proposing his

candidature for the office of Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director hold office from the conclusion of this Annual General Meeting and upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2021."

"RESOLVED FURTHER THAT the Board of Directors and/or CEO and/or Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

8. Reappointment of Mr. Govind Ram Thawani as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Govind Ram Thawani (DIN: 06367093), in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five years i.e. from 29th September, 2017 to 28th September, 2022 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, Group CFO and Company Secretary be and are hereby severally/jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

9. Reappointment of Mr. Mohan Sukhani as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mohan Sukhani (DIN: 00113432), in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five years i.e. from 29th September, 2017 to 28th September, 2022 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, Group CFO and Company Secretary be and are hereby severally/jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

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

By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED

Sd/-

AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN: 06888193)

Place: Jaipur
Date: 6th September 2017

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item number 5 to 9 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
2. The Notice is being sent to all the Members whose name appears in the Register of Members /List of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 25th August, 2017 (cut off date). The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said date.

   The Notice of AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 10TH ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A BLANK FORM IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.

   A person can act as a proxy on behalf of members not exceeding fifty and holding aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
5. Members / proxies should bring the duly filled Attendance Slip/ Proxy Form enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board resolution to attend and vote on their behalf at the Meeting.
8. Attendance slip and proxy form are annexed hereto.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 27th September 2017 to Friday, 29th September 2017 (both inclusive).
10. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:

    a) as Beneficial Owner as at the end of business hours on 26th September 2017 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

    b) as Member in the Register of Members of the Company/Registrars & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company as at the end of business hours on 26th September 2017.
11. The members who hold shares in physical form are requested to notify immediately, any change in their addresses to the Company and to their respective depository participants, in case shares are held in electronic form. The Members who have not registered their email address are requested to register the same with the Registrar and Share Transfer

Agent/Depositories.

12. The Securities Exchange Board of India (SEBI) mandates the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and rules made thereunder also require the further details to be submitted to the Company like email address, Father's/Mother's/ Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.
13. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report in the meeting.
14. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.vetoswitchgears.com and also on the website of respective Stock Exchanges (BSE and NSE).Members may also note that the Notice of AGM will be available on the Company's website, www.vetoswitchgears.com . The Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write us at cs@vetoswitchgears.com if they have any queries or require communication in physical form in addition to electronic communication.
15. 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 of declaration of the result of the Annual General Meeting.
16. 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.

E-VOTING

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

In case of members receiving e-mail:

(i) The voting period begins on Tuesday, 26th September 2017 9:00 A.M. and ends on Thursday, 28th September 2017 5:00 P.M. (both inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders

(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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(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 for "Veto Switchgears and Cables Ltd." on which you choose to vote.

(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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

In case of members receiving the physical copy:

A. Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

B. 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:

(A) The voting period begins on Tuesday, 26th September 2017 9:00 A.M. and ends on Thursday, 28th September 2017 5:00 P.M. (both inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) A person who has voted through e-voting mechanism as detailed above shall not be debarred from participation in the Annual General Meeting physically. But he shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.

(C) The Voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd September 2017 .

(D) Ms. Manisha Kalra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(E) The Scrutinizer shall, at the Annual General Meeting, unblock the votes in the presence of at least two witnesses, who are not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

(F) The results declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.vetoswitchgears.com) and on RTA's or CDSL's Website within two days of passing of resolution at the Annual General Meeting of the Company held on September 29th, 2017 and communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED

Sd/-
AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN : 06888193)

Place: Jaipur
Date: 6th September 2017

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5

The Board, on the recommendation of the Audit Committee, in its Meeting held on 30th May 2017 has approved the appointment and remuneration of M/s Rajesh Goyal & Co., as the Cost Auditors of the Company having Firm Registration No. 000031 to conduct the audit of the cost records of the Company for the financial year 2017-18 at a fee of Rs. 15,000 per annum subject to TDS, Service Tax etc., as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

In terms of the Corporate Governance Guidelines of the Company and as per the relevant provisions of the Act, Mr. Narain Das Gurnani (DIN: 01970599), Whole-time Director and CFO of the Company, was last appointed by the shareholders in the Annual General Meeting (AGM) held on 28th September 2016 for a term of 5 (Five) years w.e.f. 28th September 2016 till 27th September 2021. As per the existing terms of his appointment, he can be paid basic salary, as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of Rs. 70,000/- per month or an amount upto 1% of the net profits.

Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in industry, the Board of Directors in its Meeting held on 13th February, 2017, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in his monthly basic salary, as may be decided by the Board and/ or any Committee thereof, an amount upto 5% of the net profits as calculated in accordance with the provisions of Section 197 of the Act from the existing maximum limit of increased, Rs. 70,000/- per month or an amount upto 1% of the net profits as calculated in accordance with the provisions of Section 197 of the Act (as may be decided by the Board from time to time), and other benefits to which he is entitled to as a Whole time Director (hereinafter referred to as "remuneration". However, in the event of inadequacy of profits in any financial year Mr. Narain Das Gurnani (DIN: 01970599), Whole-time Director and CFO of the Company shall be paid a minimum remuneration upto Rs. 1,00,000/- per month subject however that the maximum remuneration payable shall be within the limits prescribed under Schedule V as amended from time to time and in the event such remuneration exceeds the prescribed limits under Schedule V, consent of members, Board of Directors and the Central Government be obtained in such a manner that the remuneration payable by way of salary and perquisites shall not be reduced. Actual monthly basic salary shall however continue to be decided by the Board and/ or any Committee thereof.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Mr. Narain Das Gurnani (to the Members for their approval.

In furtherance to the Resolution No. AGM/2016/06 passed in the Ninth Annual General Meeting of the company held for the financial year 2015-16 held on Wednesday, the 28th day of September, 2016 ("resolution") and except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole-time Director and CFO shall remain unchanged.

Except Mr. Narain Das Gurnani, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Item No. 7

The Board of Directors at its meeting held on 13th February, 2017 appointed Mr. Kanwarjeet Singh as an Additional Director in the category of Independent Director under Section 161 and 149 of the Companies Act, 2013 (the Act). In terms of Section 161(1) of the Act, an Additional Director shall hold office upto the date of next Annual General Meeting. Pursuant to Section 150(2) read with 152(2) of the Act, the appointment of the Independent Director shall be approved by the Company in the general meeting.

The Company has received a notice in writing under the provisions of Section 160(1) of the Act from a member along with a deposit of Rs. 1,00,000/- (One Lac only) proposing the candidature of Mr. Kanwarjeet Singh as an Independent Director of the Company. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI

(LODR) Regulations, 2015.

In the opinion of the Board, Mr. Kanwarjeet Singh fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Kanwarjeet Singh is proposed to be appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from May 6th 2017 and upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2021. Further, the term shall not be subject to retirement by rotation.

Copy of the draft letter for appointment of Mr. Kanwarjeet Singh as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company.

No Director, Key Managerial Personnel and their relatives, except Mr. Kanwarjeet Singh being appointee, is in any way, concerned or interested in the resolution.

Item No. 8

Mr. Govind Ram Thawani is acting as an Independent Director of the Company. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013 (the Act) from a Member along with a deposit of Rs.1,00,000/- (One Lac only) proposing the candidature of Mr. Govind Ram Thawani as an Independent Director of the Company.

As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five years on passing a Special resolution by the Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of the long and rich experience and continued valuable guidance to the management and strong Board performance of Mr. Govind Ram Thawani and on the recommendation of the Nomination, Remuneration and Compensation Committeee and Board, it is proposed to re-appoint him as an Independent Director on the Board for a further term of five years commencing from 29th September, 2017 to 28th September, 2022. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr Govind Ram Thawani fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise asrequired under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board recommends the given resolution for approval of the Members.

No Director, Key Managerial Personnel and their relatives, except Mr. Govind Ram Thawani being appointee, is in any way, concerned or interested in the resolution.

Item No. 9

Mr. Mohan Sukhani is acting as an Independent Director of the Company. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013 (the Act) from a Member along with a deposit of Rs.1,00,000/- (One Lac only) proposing the candidature of Mr. Mohan Sukhani as an Independent Director of the Company.

As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five years on passing a Special

resolution by the Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of the long and rich experience and continued valuable guidance to the management and strong Board performance of Mr. Mohan Sukhani and on the recommendation of the Nomination, Remuneration and Compensation Committeee and Board, it is proposed to re-appoint him as an Independent Director on the Board for a further term of five years commencing from 29th September, 2017 to 28th September, 2022. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Mohan Sukhani fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise asrequired under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board recommends the given resolution for approval of the Members.

No Director, Key Managerial Personnel and their relatives, except Mr. Mohan Sukhani being appointee, is in any way, concerned or interested in the resolution.

1. The Remuneration of a director for attending the meeting of the Board or a committee thereof shall be shall such sum as may be determined by the Board subject to relevant provisions of the act. The Directors shall also be entitled to payment of actual expenditure for travelling, boarding, lodging, and other expenses incurred for attending the meetings of the Board or any Committee thereof or General Meetings of the Company or for journey performed in connection with the business of the company.

Regd. Office:
506, 5th Floor Plot No. B-9, Landmark Building
New Link Road, Andheri (West),
Mumbai, Maharashtra 400058.
Place: Jaipur
Date: 6th September 2017

By order of the Board
for VETO SWITCHGEARS AND CABLES LIMITED

Sd/-

AKSHAY KUMAR GURNANI
(MANAGING DIRECTOR & CEO)
(DIN : 06888193)

Annexure to Notice

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT 10TH ANNUAL GENERAL MEETING (AGM)

Name of the Director	Kanwar Jeet Singh DIN: 07813714	Govind Ram Thawani DIN: 06367093	Mohan Sukhani DIN: 00113432	Narain Das Gurnani DIN : 01970599
Date of the Appointment	6th May 2017	31ST August 2012	31ST August 2012	28th September 2016
Brief Profile / Expertise in Specific field of areas	He is appointed as an additional Non-Executive Independent Director with effect from 6th May 2017. He is a senior physician and in private practice since 25 years. He is associated with Life Insurance Corporation of India (LIC), Sindhu Welfare Society and Rajasthan Housing Board. His acumen, administrative power and experience can act as a guiding part for the growth of our organization.	He is a Non- Executive Independent Director of our Company. He is an Arts Graduate and is a managerial level retired government employee. He is over 35 years of experience in the field of marketing and finance. He is a Member of Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee.	He is a Non-Executive Independent Director of our Company. He is a Science Graduate and has over 31 years of experience in the field of textile and hotel business. He is a member of Nomination & Remuneration Committee and Audit Committee.	Mr. Narain Das Gurnani is Under Graduate. He possesses specific skills in fimance. He has over 35 years of experience in the field of wires and cable industry and other electrical accessories besides real estate. He has handled finance and costs in other companies of the group. He had played vital role in formulating business strategies and effective implementation of the same for both domestic and international markets. He is a Member of Audit Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee.
Directorship held in other public Companies as on 31.03.2017 (excluding foreign Companies and Private Companies)	He has no Directorships in any other companies.	He has no Directorships in any other public companies.	He has no Directorships in any other public companies.	He has no Directorships in any other public companies.
Membership/Chairmanship of Committees of other public Companies (as on 31.03.2017)*	None	None	None	None
Number of shares held in the Company (as on 31.03.2017	Nil	Nil	Nil	13200 Shares
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related with any Director/ KMP of the Company	Not related with any Director/ KMP of the Company.	Not related with any Director/ KMP of the Company.	He is the uncle of Mr. Akshay kumar Gurnani and Ms. Jyoti Gurnani.
Terms and conditions of appointment or re-appointment	Appointment as an Indepenednt director not liable to Retirement by rotation.	Reappointment as an Indepenednt director not liable to Retirement by rotation.	Reappointment as an Indepenednt director not liable to Retirement by rotation.	Appointment as Whole Time Director for a period of five years upon remuneration as stated above liable to Retirement by rotation.

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
Tel No. : 0141-4100400/444 Fax No. 0141-4100410 Website: www.vetoswitchgears.com
Email: info@vetoswitchgears.com, cs@vetoswitchgears.com

PROXY FORM

TENTH ANNUAL GENERAL MEETING
Friday, September 29th, 2017 at 12.00 P.M.

Name of the Member (s) : .....
Registered address : .....
.....
Email ID : .....
Folio No./Client ID : .....
DP ID : .....

I/We, being the member(s) of .....shares of Veto Switchgears and Cables Limited, hereby appoint:

Name : .....
Email Id: .....
Address:.....
.....
Signature: ..... or failing him / her;

Name : .....
Email Id: .....
Address:.....
.....
Signature: ..... or failing him / her;

Name : .....
Email Id: .....
Address:.....
.....
Signature: ..... or failing him / her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on Friday, September 29th, 2017 at 12.00 P.M. at G-05, China 1, Bandra Kurla complex, Bandra East, Mumbai Maharashtra 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Optional *	
		For	Against
Ordinary Business			
1.	To receive, consi der and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.		
2.	To confirm the interim divi dend of Rs. 1.00 per equity share, already paid and declare final dividend of Re. 1.00/- per share having face value of Rs. 10/ - each aggregating to 10% of F.V. , for the financial year ended on 31st March 2017.		
3.	To re-appoint Mr. Narain Das Gurnani (D IN 01970599) as a director, who retires by rotation and being eligible offers himself for re -appointment.		
4.	To appoint Statutory Auditors and fix their remuneration		
Special Business			
5.	Ordinary Resolution for Ratification of Remuneration and appointment of Cost Auditors		
6.	Special Resolution for Revision in the terms of remuneration of Mr. Narain Das Gurnani (DIN 01970599), Whole-time Director and CFO of the Company		
7.	Special Resolution for Appointment of Dr. Kanwarjeet Singh (DIN: 07813714) as an Independent Director of the Company		
8.	Special Resolution for Reappointment of Mr. Govind Ram Thawani as an Independent Director of the Company		
9.	Special Resolution for Reappointment of Mr. Mohan Sukhani as an Independent Director of the Company		

Signed this ..... day of ..... 2017.

Affix Revenue Stamp Rs. 1/-

Signature of Shareholder

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference if you leave the 'for or against' column blank against resolution, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

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
Tel No. : 0141-4100400/444 Fax No. 0141-4100410 Website: www.vetoswitchgears.com
Email: info@vetoswitchgears.com, cs@vetoswitchgears.com

ATTENDANCE SLIP

TENTH ANNUAL GENERAL MEETING
Friday, September 29th, 2017 at 12.00 P.M.

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Registered Folio No. / DPID No. /Client ID

No. of Shares held:

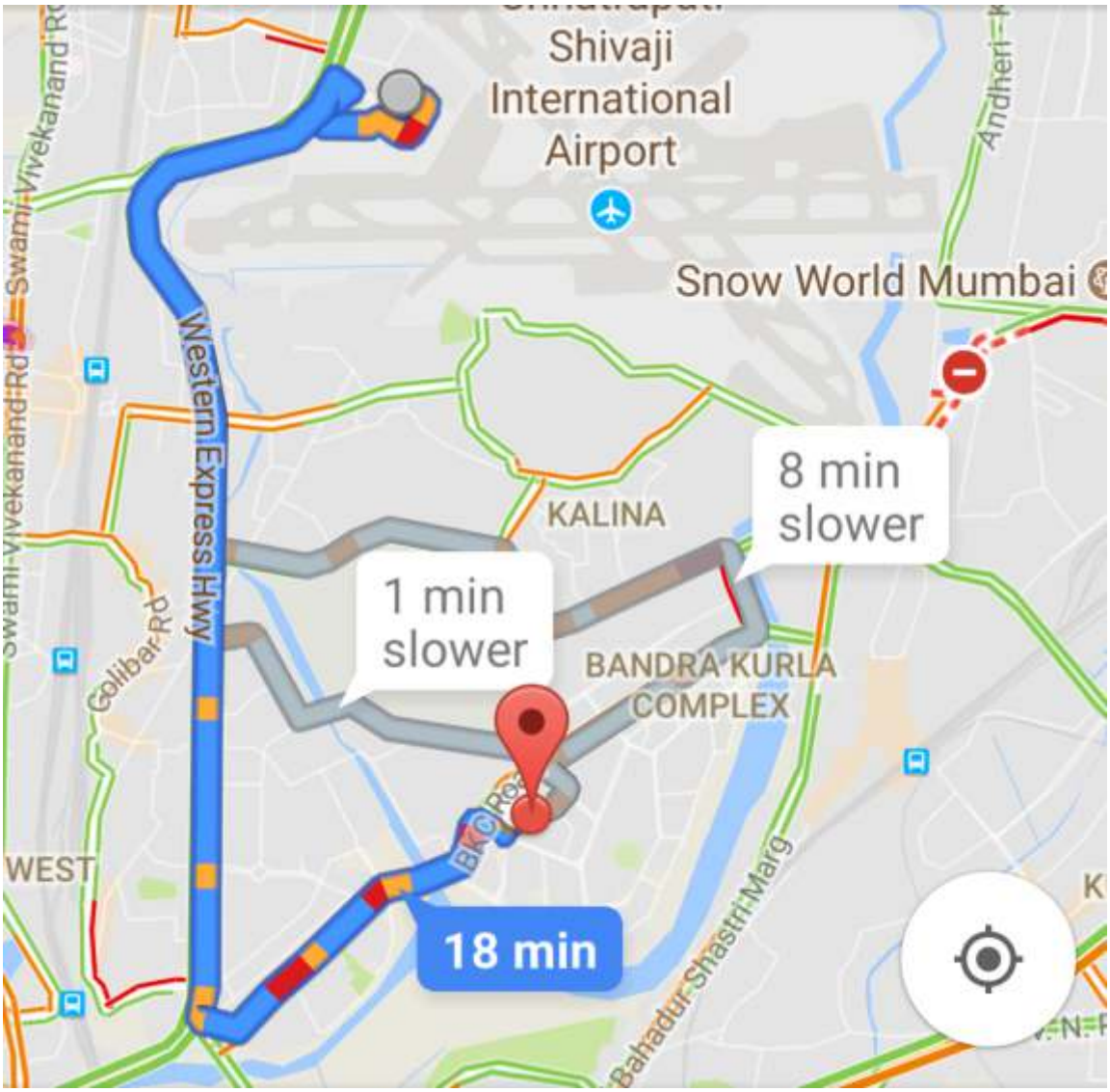
Name (s) and complete address of Shareholder

I certify that I am a member / proxy for the member of the Company.
I hereby record my presence at the Annual General Meeting of the Company held at the 10th Annual General Meeting of the Company, to be held on Friday, September 29th, 2017 at 12.00 P.M. at G-05, China 1, Bandra Kurla complex, Bandra East, Mumbai Maharashtra 400051

Please (✓) in the box

☐ Member ☐ Proxy

Signature of Shareholder/Proxy

NOTE: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Route map to the venue of 10th AGM of Veto Switchgears and Cables Limited at G-05, China 1, Bandra Kurla complex, Bandra East, Mumbai Maharashtra 400051