

Date: June 02, 2017

To,

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

The 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: Combined Voting Results on resolutions as per Notice dated 6th May 2017 of the Extra-ordinary General Meeting of the company

In continuation to our letter dated 1st June 2017 please note that all the resolutions in the Notice dated 6th May 2017 of the Extra-ordinary General Meeting of the company held on Wednesday, May 31st, 2017 Hotel Radisson Blu, Plot No. 5-6, Airport Plaza, Tonk Road, Durgapura, Jaipur, Raj.-302018 at 12:00 P.M., have been passed by the shareholders with requisite majority.

Further, pursuant to regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results in required format, in respect of the Remote e-voting and Poll on the resolutions of the Item No. 1 to 3 as per Notice dated 6th May 2017 of the aforesaid Extra-ordinary General Meeting.

A copy of the consolidated Scrutinizer's Report dated 1st June 2017 in respect of the votes cast through Remote e-voting and poll is also enclosed herewith.

Kindly take the note of the same.

Your's Faithfully,

For Veto Switchgears and Cables Limited


Mr. Akshay Kumar Gurnani
Managing Director cum CEO
(DIN: 06888193)



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

Annexure I

Format for Voting Results

Date of the AGM/EGM	31 st May 2017
Total number of shareholders on record date	7342
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group: Public	5 26
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group: Public	NA

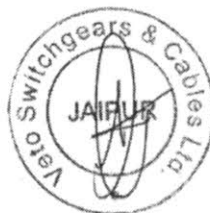
Agenda- wise disclosure (to be disclosed separately for each agenda item)

Item no.	Details of Agenda	Resolution Required	Mode of Voting
1	Adoption of new set of Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.	Special	Remote e-voting and Poll (Passed with requisite majority)
2	To Increase the Authorized Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lacs) Equity shares of Rs. 10/- each ranking pari - passu with existing Equity Shares of the Company.	Ordinary	Remote e-voting and Poll (Passed with requisite majority)
3	To create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of 45,00,000 (Forty Five Lacs) warrants convertible into equivalent number of equity shares of a face value of Rs. 10/- each of the Company ("Warrants"), at any time within a period of 18 months from the date of allotment of Warrants, at an exercise price of Rs. 170 (including a premium of Rs. 160) per equity share ("Exercise Price") to the Promoter Group entities of the Company.	Special	Remote e-voting and Poll (Passed with requisite majority)

Resolution required: (Ordinary)			1. Adoption of new set of Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Vote(s) polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9281571	-	-	-	-	-	-
	Poll		9281571	100.00	9281571	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9281571	9281571	97.85	9281571	0	100.00	0.00
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	203762	2386	1.17	384	2002	16.093	83.90
	Poll		201376	98.83	201376	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	203762	203762	100.00	201760	2002	99.01	0.98
Total		9485333	9485333	100.00	9483331	2002	99.98	0.02

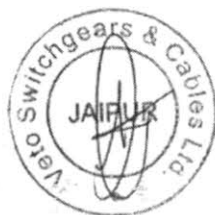


Resolution required: (Ordinary)			2. To Increase the Authorized Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lacs) Equity shares of Rs. 10/- each ranking pari - passu with existing Equity Shares of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Vote(s) polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9281571	-	-	-	-	-	-
	Poll		9281571	100.00	9281571	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9281571	9281571	97.85	9281571	0	100.00	0.00
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	203762	2386	1.17	384	2002	16.093	83.90
	Poll		201376	98.83	201376	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	203762	203762	100.00	201760	2002	99.01	0.98
Total		9485333	9485333	100.00	9483331	2002	99.98	0.02

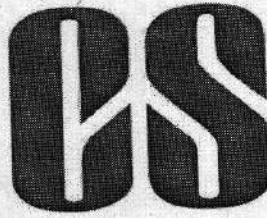


Resolution required: (Ordinary)			3. To create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of 45,00,000 (Forty Five Lacs) warrants convertible into equivalent number of equity shares of a face value of Rs. 10/- each of the Company ("Warrants"), at any time within a period of 18 months from the date of allotment of Warrants, at an exercise price of Rs. 170 (including a premium of Rs. 160) per equity share ("Exercise Price") to the Promoter Group entities of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No*					
Category	Mode of Voting	No. of shares held (1)	No. of Vote(s) polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9281571	-	-	-	-	-	-
	Poll		9281571	100.00	9281571	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9281571	9281571	97.85	9281571	0	100.00	0.00
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	203762	2386	1.17	210	2176	8.80	91.19
	Poll		201376	98.83	201376	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	203762	203762	100.00	201586	2176	98.93	1.06
Total		9485333	9485333	100.00	9483571	2176	99.97	0.02

*Note: This Resolution includes 108867 votes casted by Mr. Akshay Kumar Gurnani, who is a proposed Allottee in the resolution.



MANISHA KALRA
COMPANY SECRETARIES



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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,

Extra-ordinary General Meeting ("EGM") of the Equity Shareholders of Veto Switchgears and Cables Limited held on Wednesday, May 31st, 2017 Hotel Radisson Blue, Plot No. 5-6, Airport Plaza, Tonk Road, Durgapura, Jaipur, Raj.-302018 at 12:00 P.M.

Dear Sir,

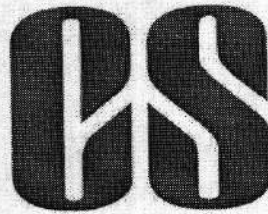
I, Manisha Kalra, Practising Company Secretary at S-14, Shopping Centre, Opposite L.B.S. College, Tilak Nagar, Jaipur, Rajasthan was appointed as Scrutinizer for the purpose of remote e-voting as well as the voting to be conducted through poll taken on the below mentioned resolution(s), at the Extra-ordinary General Meeting ("EGM") held on Wednesday, May 31st, 2017 at Hotel Radisson Blue, Plot No. 5-6, Airport Plaza, Tonk Road, Durgapura, Jaipur, Raj.-302018 at 12:00 P.M., submit our report as under:

1. The e-voting period remained open from May 28th, 2017 at 9:00 A.M. to May 30th, 2017 at 5:00 P.M.
 2. The shareholders holding the shares as on cut-off date i.e. 24th May 2017 were entitled to vote on the proposed resolutions as set out in the notice dated 6th May 2017 convening the Extra-ordinary General Meeting of Veto Switchgears and Cables Limited.
 3. The Notice of the EGM ("Notice") was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, and hard copy of Notice along with e-voting instructions were sent by registered post/courier.
 4. After the time fixed for closing of the poll by the Chairman. One ballot box kept for polling was locked in my presence with due identification marks placed by me.
 5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
 6. There was no polling paper which was incomplete or found defective.
 7. After the conclusion of the Extra-ordinary General Meeting, the votes cast through remote e-voting were unblocked from the voting website of Central Depository Services Limited (CDSL) (<http://www.evotingindia.com>) on 1st June 2017 02.33 P.M.. in presence of two witnesses, namely Mr. Abhishek Gupta and Mr. Rajendra Singh Shekhawat, who are not in employment of the company.
- They have signed below in confirmation of the event being unblocked in their presence:

and the ballot boxes were opened and polling papers were removed and examined.

Thereafter the details of the equity shareholders, who voted "For" and "Against" was extracted from the polling papers and the list of equity shareholders who voted "for" or "Against" were, downloaded from the E-voting website of CDSL.





8. The combined result of remote e-voting and poll held at the aforesaid Extra-ordinary General Meeting is as under:

a) Resolution 1: Special Resolution

Adoption of new set of Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

i. Voted in favor of the resolution

	Number of Members voted (in person or by proxy or by remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	384	384	16.09
Poll	31	9482947	9482947	100
Total	34	9483331	9483331	99.98

ii. Voted against the resolution:

	Number of Members voted (in person or by proxy or by remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	2002	2002	83.91
Poll	0	0	0	0
Total	3	2002	2002	0.02

iii. Invalid/Abstain votes:

	Number of Members Voted (in person or by proxy or by remote e-voting)	Number of votes cast by them
Remote e-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL



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b) Resolution 2: Ordinary Resolution

To Increase the Authorized Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lacs) Equity shares of Rs. 10/- each ranking pari - passu with existing Equity Shares of the Company.

i. Voted in favour of the resolution

	Number of Members voted (in person or by proxy or by remote e- voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	384	384	16.09
Poll	31	9482947	9482947	100
Total	34	9483331	9483331	99.98

ii. Voted against the resolution:

	Number of Members voted (in person or by proxy or by remote e- voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	3	2002	2002	83.91
Poll	0	0	0	0
Total	3	2002	2002	0.02

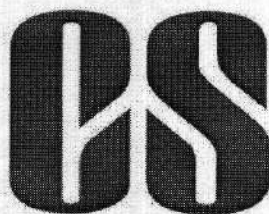
iii. Invalid/Abstain votes:

	Number of Members Voted (in person or by proxy or by remote e-voting)	Number of votes cast by them
Remote e-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL



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c) Resolution 3: Special Resolution

To create, offer, issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of 45,00,000 (Forty Five Lacs) warrants convertible into equivalent number of equity shares of a face value of Rs. 10/- each of the Company ("Warrants"), at any time within a period of 18 months from the date of allotment of Warrants, at an exercise price of Rs. 170 (including a premium of Rs. 160) per equity share ("Exercise Price") to the Promoter Group entities of the Company.

i. Voted in favour of the resolution

	Number of Members voted (in person or by proxy or by remote e- voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	2	210	210	8.8
Poll	31	9482947	9482947	100
Total	33	9483157	9483157	99.98

(*This includes 108867 votes casted by Mr.Akshay Kumar Gurnani , who is proposed allottee in the resolution)

ii. Voted against the resolution:

	Number of Members voted (in person or by proxy or by remote e- voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	4	2176	2176	91.2
Poll	0	0	0	0
Total	4	2176	2176	0.02

iii. Invalid/Abstain votes:

	Number of Members Voted (in person or by proxy or by remote e-voting)	Number of votes cast by them
Remote e-voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

9. An excel sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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10. The register, all the papers and relevant record relating to remote e-voting as well as poll papers shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Extra-ordinary General Meeting and the same are handed over to the Company through the person authorized by the Board for safe keeping.

Thanking you,

Place: Jaipur

Date: 01/06/2017



Manisha Kalra
Company Secretary in Practice

M. No. : FCS 7320

CP No. 7945